



# Market Announcement

6 March 2023

---

Attached for the information of the market are ASX's query letters to Viagold Rare Earth Resources Holdings Limited (ASX:VIA) dated 3 February 2023 and 27 February 2023 and VIA's responses dated 12 February 2023 and 2 March 2023, including a revised corporate governance statement for the period ending 31 March 2022.

For personal use only



Mr. Jonathan Bisset

Senior Adviser, Listings Compliance

ASX Compliance Pty Limited

525 Collins Street, Melbourne VIC 3000

2 March, 2023

Dear Mr. Bisset,

ViaGold Rare Earth Resources Holdings Limited (ASX: VIA; "The Company") provides the following responses to your further enquires regarding VIA's response of 12 February 2023 and related documents (i.e. ASX's General – Aware Queries dated 27 February 2023):

1. Please describe the changes to the circumstances, operations and/or financial position of ViaGold International Education Management Group Ltd which gave rise to the Subsidiary Impairment (the 'Subsidiary Impairment Causes').

Reply: The principal activities of ViaGold International Education Management Group Limited and its subsidiaries are provision of consultancy and management services to educational institutions in the PRC. Since the Government of the PRC had announced the change of regulations of the education and training industry "Opinions on further reducing the homework burden and off-campus training burden of students in the compulsory education stage" in the PRC in July 2021, the industry faces the operational difficulties. In view of that, the management did not expect them to generate further profits to be contributed to VIA in the future and VIA therefore considered the investment in these subsidiaries as unrecoverable and hence made the Subsidiary Impairment accordingly during the year ended 31 March 2022.

2. Noting that the Subsidiary Impairment resulted in a 51% decrease in the Company's total assets from 31 March 2021 to 31 March 2022, does VIA consider the Subsidiary Impairment or the Subsidiary Impairment Causes to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

- 1 -

---

**ViaGold Rare Earth Resources Holdings Limited**

(Listed in ASX code VIA)

Suite 1102, Level 11, 370 Pitt Street

Sydney, NSW 2000

+61 2 9283 3933

ARBN 070 352 500

---

Reply: No.

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

Reply: The Subsidiary Impairment only affected the Company’s financial statements for the year, but there is no impact on the Group’s consolidated financial statements due to elimination of adjustments of this Subsidiary Impairment on consolidation. In view of this, VIA consider that this information of Subsidiary Impairment made on the company level that a reasonable person would not expect to have a material effect on the price or value of VIA’s securities.

4. When did VIA first become aware of the Subsidiary Impairment and/or the Subsidiary Impairment Causes?

Reply: VIA became aware of the Subsidiary Impairment when the Company performed an impairment test on its investments in subsidiary for the year ended 31 March 2022, during finalisation of the Group’s consolidated financial statements.

5. If the answer to question 2 is “yes” and VIA first became aware of the Subsidiary Impairment and/or the or the Subsidiary Impairment Causes before 23 January 2023 (being the date on which the Annual Report was released to the market), did VIA make any announcement prior to 23 January 2023 which disclosed the Subsidiary Impairment and/or the or the Subsidiary Impairment Causes? 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 VIA was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps VIA took to ensure that the information was released promptly and without delay.

Reply: N/A

6. If, during the financial year ended 31 March 2022, the board of directors of VIA comprised three independent directors and five non-independent directors, please remove from the Revised Corporation Governance Statement the statement that during the relevant period the board of directors of VIA was evenly split between independent and non-independent directors and provide a revised corporate governance

statement for the period.

Reply: VIA has corrected it immediately as you pointed out. Attached is the revised corporate governance statement for the period for your review.

7. Please confirm that VIA is complying with the Listing Rules and, in particular, Listing Rule 3.1.

Reply: VIA adheres strictly to the Listing Rules, especially Listing Rules 3.1.

8. Please confirm that VIA'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 VIA with delegated authority from the board to respond to ASX on disclosure matters.

Reply: The Company confirms that its responses to the questions above have been authorized and approved under its published continuous disclosure policy or otherwise by its board to respond to ASX on disclosure matters.

Yours very truly,



Peter King Choi Leung — Company Secretary

For further information, please contact me at Ph +86 138 2871 5156 or  
Ms. Vivien Shi — Executive Director and C.E.O at Ph +86 138 2560 6716



27 February 2023

Reference: ODIN67581

Mr Peter Leung  
Viagold Rare Earth Resources Holdings Limited  
Suite 1102, Level 11, 370 Pitt Street  
Sydney NSW 2000

By email: peter10298@126.com

Dear Mr Leung

**Viagold Rare Earth Resources Holdings Limited ('VIA'): General – Aware Query**

ASX refers to the following:

- A. The letter from ASX to VIA dated 3 February 2023 (the 'Initial Query Letter'). Unless otherwise indicated, capitalised terms used and not defined in this letter have the meanings assigned to those terms in the Initial Query Letter.
- B. The letter from VIA to ASX in response to the Initial Query Letter, received by ASX on 12 February 2023 (the 'Response Letter').
- C. The statement in Item 4 of the Response Letter that the reason(s) for the decrease in the value of VIA's investments in subsidiaries from \$17,627,000 on 31 March 2021 to \$16,000 on 31 March 2022 (the 'Subsidiary Impairment') is:

*'As the subsidiary, ViaGold International Education Management Group Ltd., did not expect them to generate further profits to be contributed to VIA in the future. Therefore, VIG considered the investment in these subsidiaries as unrecoverable, hence they recognised an impairment of A17,611,000 for the year ended 31 March 2022'*

- D. The 51% decrease in the Company's total assets from \$34,660,000 on 31 March 2021 to \$17,124,000 on 31 March 2022 and 658% decrease in the Company's net (liabilities)/assets from \$2,736,000 on 31 March 2021 to (\$15,258,000) on 31 March 2022, in each case as indicated in Note 30 to VIA's financial statements in the Annual Report.
- E. Listing Rule 3.1, which requires a listed entity to immediately give ASX 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.
- F. 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."*

- G. 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."*

H. 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."*

- I. The statements in section 3 of the corporate governance statement provided by VIA accompanying the Response Letter (the 'Revised Corporate Governance Statement') that, for the financial year ended 31 March 2022:
- (a) *'the Board comprised of three executive directors and five non-executive directors, of whom three ... are considered by the Board to be independent'; and*
  - (b) *'the Board was evenly split between Directors considered by the Board to be independent and those who were not independent'.*

#### **Request for information**

Having regard to the above, ASX asks VIA to respond separately to each of the following questions and requests for information:

1. Please describe the changes to the circumstances, operations and/or financial position of ViaGold International Education Management Group Ltd which gave rise to the Subsidiary Impairment (the 'Subsidiary Impairment Causes').
2. Noting that the Subsidiary Impairment resulted in a 51% decrease in the Company's total assets from 31 March 2021 to 31 March 2022, does VIA consider the Subsidiary Impairment or the Subsidiary Impairment Causes 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. When did VIA first become aware of the Subsidiary Impairment and/or the Subsidiary Impairment Causes?
5. If the answer to question 2 is "yes" and VIA first became aware of the Subsidiary Impairment and/or the Subsidiary Impairment Causes before 23 January 2023 (being the date on which the Annual Report was released to the market), did VIA make any announcement prior to 23 January 2023 which disclosed the Subsidiary Impairment and/or the Subsidiary Impairment Causes? 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 VIA was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps VIA took to ensure that the information was released promptly and without delay.

6. If, during the financial year ended 31 March 2022, the board of directors of VIA comprised three independent directors and five non-independent directors, please remove from the Revised Corporation Governance Statement the statement that during the relevant period the board of directors of VIA was evenly split between independent and non-independent directors and provide a revised corporate governance statement for the period.
7. Please confirm that VIA is complying with the Listing Rules and, in particular, Listing Rule 3.1.
8. Please confirm that VIA'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 VIA 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 Listing Rule 18.7. Your response is required as soon as reasonably possible. 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, VIA's obligation is to disclose the information 'immediately'.

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

#### **Release of correspondence between ASX and entity**

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A.

#### **Questions**

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

---

**Jonathan Bisset**  
Senior Adviser, Listings Compliance

# VIA GOLD

## RARE EARTH

Mr. Jonathan Bisset  
Senior Adviser, Listings Compliance  
ASX Compliance Pty Limited  
525 Collins Street, Melbourne VIC 3000

12 February, 2023

Dear Mr. Bisset,

ViaGold Rare Earth Resources Holdings Limited (ASX: VIA; "The Company") provides the following responses to ASX's General Queries dated 3 February 2023 regarding VIA's annual report for the year ended 31 March 2022 and related documents:

1. Please explain the circumstances giving rise to the Annual Financial Statement Discrepancies and the effects these circumstances and/or the Annual Financial Statement Discrepancies are expected to have on VIA's current or future financial performance or financial position.

Reply: Please be advised that the discrepancies between the Appendix 4E Preliminary Final Report and the Annual Report for the year ended 31 March 2022 were mainly due to exchange difference arising from the adjustment for inventories. Please see the reconciliation below:

Reconciliation between the Appendix 4E and the Annual Report for the year ended 31 March 2022

	Disclosure in Appendix 4E 2022 A\$'000	Disclosure in Annual Report 2022 A\$'000	Discrepancies A\$'000
Net cash generated from operating activities	50	1,526	1,476
Net effect of foreign exchange rate change	(708)	(2,184)	(1,476)

- 1 -

---

**ViaGold Rare Earth Resources Holdings Limited**  
(Listed in ASX code VIA)  
Suite 1102, Level 11, 370 Pitt Street  
Sydney, NSW 2000  
+61 2 9283 3933  
ARBN 070 352 500

---



# VIA GOLD

## RARE EARTH

As there were no discrepancies of the cash and cash equivalents at 31 March 2022 between the Appendix 4E and the Annual Report, we do not consider the Annual Financial Statement Discrepancies, arising from foreign exchange movement referred above, to have an impact on VIA's current or future financial performance or financial position.

2. Please explain the circumstances giving rise to the Cash Flow Financial Statement Discrepancies and the effects these circumstances and/or the Cash Flow Financial Statement Discrepancies are expected to have on VIA's current or future financial performance or financial position.

Reply: The circumstances giving rise to the Cash Flow Financial Statement Discrepancies were mainly due to a difference in method adopted for the preparation of the consolidated cash flow statements for the year ended 31 March 2022. For the consolidated statement of cash flow in the Annual Report were prepared under the indirect method instead of direct method (cash basis) required in the Cash Flow Financial Statement (Appendix 4C).

Please be advised that as noted in IAS 7 – Statement of Cash Flow Statement, under the indirect method, the profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows.

As both methods in the preparation of the cash flow statements produced the same result (i.e the cash and cash equivalents at the beginning and end of the reporting date are the same), we do not consider the Cash Flow Financial Statement Discrepancies to have an impact on VIA's current or future financial performance or financial position.

Below is the reconciliation of the cash and cash equivalents at beginning and ending

- 2 -

# VIA GOLD

## RARE EARTH

period between the Cash Flow Financial Statements and Annual Report:

	31	31
	March	March
	2022	2021
	A\$'000	A\$'000
As per Appendix 4C Q4 Cash Flow Report for 31 March 2022 & 2021	6,681	7,603
Less:		
Bank structured deposits wrongly included	(398)	(5,123)
Pledged deposit wrongly included	(1,019)	(872)
Other items including exchange differences and others not accounted for	(188)	(22)
	<u>5,076</u>	<u>1,586</u>
As per Annual Report for 31 March 2022 & 2021	<u>5,076</u>	<u>1,586</u>

The discrepancies of cash and cash equivalents between the Cash Flow Financial Statement and the Annual Report for the year ended 31 March 2022 and 2021 were mainly due to the inclusion of the bank structure deposits and pledged deposited, which were all should not be classified as cash and cash equivalents in the Cash Flow Report, as per paragraph 7 under IAS 7 – Statement of Cash Flow, it cited that *cash and cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes*.

3. Please explain why VIA did not consider it appropriate to immediately notify the market when it became aware that there would be a material difference between its unaudited and audited financial statements, commenting specifically when you believe VIA was obliged to release this information under either or both of Listing Rules 3.1 and 4.3D.

Reply: As noted in (1) above, the discrepancies between the unaudited Preliminary Final Report (Appendix 4E) and the audited Annual Report for the year ended 31 March 2022 were mainly due to exchange difference of A1,476,000 in the Consolidated Statement of Cash Flow. The cash and cash equivalents of A5,076,000 at 31 March 2022 are the same.

- 3 -

For personal use only

# VIA GOLD

## RARE EARTH

Save as this, there were no other discrepancies between the Preliminary Final Report and the Annual Report.

We considered that this discrepancy in the consolidated statement of cash flow has no material effect on the consolidated financial statements from the view of the shareholders or investors of VIA. In view of the above, we did not consider it appropriate to immediately notify the market when it became aware of the differences between these 2 reports.

4. Please explain the reason(s) for the decrease in the value of VIA's investments in subsidiaries from \$17,627,000 on 31 March 2021 to \$16,000 on 31 March 2022, as set out on page 105 of the Annual Report.

Reply: As the subsidiary, ViaGold International Education Management Group Ltd., did not expect them to generate further profits to be contributed to VIA in the future. Therefore, VIA considered the investment in these subsidiaries as unrecoverable, hence they recognised an impairment of A17,611,000 for the year ended 31 March 2022.

5. Has Ms Jingcui Hong been an officer of, or otherwise associated with, either GRNONFEMET or GREIGL in the previous 3 years?

Reply: Ms Hong has been and is still an officer of GREIGL in the previous 3 years. VIA has appointed Ms. Hong as a non-executive director of VIA in the form of a nominee to the Board. Given her extensive experience in the rare earth industry and our recognition of her expertise, VIA would like to have more rare earth industry experts on the Board. Ms. Hong is not an independent non-executive director and our description in the previous CGS was incorrect and has been updated accordingly (please refer to the updated version of the CGS, see attached).

# VIA GOLD

---

## RARE EARTH

6. If the answer to question 5 is “yes”:

6.1 Please describe the nature of Ms Hong’s role and/or association with GRNONFEMET and/or GREIGL, as applicable.

6.2 Does VIA consider that Ms Hong’s role and/or association with GRNONFEMET and/or GREIGL compromises her independence? Please explain why VIA is of this opinion.

6.3 Has VIA disclosed in the Corporate Governance Statement the nature of Ms Hong’s role and/or association with GRNONFEMET and/or GREIGL, as applicable, and an explanation of why the board is of the opinion that this does not compromise Ms Hong’s independence, as recommended by Recommendation 2.3 of the Corporate Governance Principles and Recommendations?

Reply: N/A

7. Has Mr Xunchang Hu been an officer of, or otherwise associated with, GREIGL in the previous 3 years?

Reply: Mr. Hu Xunchang has retired from GREIGL with effect from January 1, 2020 and has not been an officer of GREIGL in the previous 3 years.

8. If the answer to question 7 is “yes”:

8.1 Please describe the nature of Mr Hu’s role and/or association with GREIGL.

8.2 Does VIA consider that Mr Hu’s role and/or association with GREIGL compromises his independence? Please explain why VIA is of this opinion.

8.3 Has VIA disclosed in the Corporate Governance Statement the nature of Mr Hu’s role and/or association with GREIGL and an explanation of why the board is of the opinion that this does not compromise Mr Hu’s independence, as recommended by Recommendation 2.3 of the Corporate Governance Principles and Recommendations?

For personal use only

Reply: N/A

9. Does VIA's Board Charter contain details of the role of the Company Secretary? If so, where?

Reply: The details of the role of the Company Secretary is not stated in the Board Charter and as per the tips and guidance you gave, the CGS is updated to include such details accordingly.

10. Please confirm that the contents of each of the Corporate Governance Statement and the Appendix 4G are true and accurate, and appropriately address each of the recommendations of the Corporate Governance Principles and Recommendations. To the extent that any aspect of either the Corporate Governance Statement or Appendix 4G is not true and accurate, or does not appropriately address the recommendations of the Corporate Governance Principles and Recommendations, please provide a revised Corporate Governance Statement and/or Appendix 4G, as required.

Reply: VIA has updated the CGS in accordance with your guidance and requirements, and Appendix 4G remains the same as submitted.

11. Please confirm that VIA 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 VIA with delegated authority from the board to respond to ASX on disclosure matters.

Reply: The Company confirms that its responses to the questions above have been authorized and approved under its published continuous disclosure policy or otherwise by its board to respond to ASX on disclosure matters.

For personal use only

# VIA GOLD

---

## RARE EARTH

Yours very truly,



Peter King Choi Leung — Company Secretary

For further information, please contact me at Ph +86 138 2871 5156 or  
Ms. Vivien Shi — Executive Director and C.E.O at Ph +86 138 2560 6716

For personal use only



3 February 2023

Reference: ODIN67581

Mr Peter Leung  
Company Secretary  
Viagold Rare Earth Resources Holdings Limited  
Suite 1102, Level 11, 370 Pitt Street  
Sydney NSW 2000

By email: peter10298@126.com

Dear Mr Leung

**Viagold Rare Earth Resources Holdings Limited ('VIA'): General Query**

ASX refers to the following:

- A. VIA's Appendix 4E Preliminary Final Report for the year ended 31 March 2022 lodged with ASX Market Announcements Platform and released on 23 December 2022 ('Appendix 4E').
- B. VIA's annual report for the year ended 31 March 2022 lodged with ASX Market Announcements Platform and released on 23 January 2023 ('Annual Report').
- C. Note 30 to the consolidated financial statements in the Annual Report, which states that (inter alia), VIA's 'Investment in subsidiaries' decreased from \$17,627,000 on 31 March 2021 to \$16,000 on 31 March 2022.
- D. The following discrepancies between the Appendix 4E and the Annual Report ('Annual Financial Statement Discrepancies'):

	Appendix 4E (A\$'000)	Annual Report (A\$'000)
<b>Net cash generated from operating activities</b>	50	1,526
<b>Net effect of foreign exchange rate change</b>	(708)	(2,184)

- E. Listing Rule 4.3D, which provides that once an entity is or becomes aware of any circumstances which are likely to materially affect the results or other information contained in the preliminary final report given to ASX under listing rules 4.3 or 4.3A the entity must immediately give ASX an explanation of the circumstances and the effects the circumstances are expected to have on the entity's current or future financial performance or financial position.
- F. VIA's Appendix 4C Q4 FY22 Cash Flow Report for the period ended 31 March 2022 lodged with ASX Market Announcements Platform and released on 2 May 2022 ('Appendix 4C').
- G. The following discrepancies between the Annual Report and the Appendix 4C ('Cash Flow Financial Statement Discrepancies'):

	Appendix 4C (A\$'000)	Annual Report (A\$'000)
<b>Net cash generated from operating activities (year ended 31 March 2022)</b>	7,969	1,526
<b>Net cash generated from (used in) investing activities (year ended 31 March 2022)</b>	(5,267)	4,250

<b>Net cash generated from (used in) financing activities (year ended 31 March 2022)</b>	(3,808)	(102)
<b>Cash and cash equivalents at beginning of period</b>	3,104	1,586
<b>Cash and cash equivalents as at 31 March 2022</b>	6,681	5,076
<b>Net effect of foreign exchange rate change</b>	184	(2,184)

- H. Listing Rule 3.1, which requires a listed entity to immediately give ASX 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.
- I. 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."*
- J. 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."*
- K. VIA's Corporate Governance Statement for the financial year ended 31 March 2022 accessible on VIA's website at [http://www.viagold.ws/a/English/Investor\\_Relations/Viagold\\_CorporateGovernanceStatement/](http://www.viagold.ws/a/English/Investor_Relations/Viagold_CorporateGovernanceStatement/) ('Corporate Governance Statement').
- L. VIA's Appendix 4G Key to Disclosures – Corporate Governance Council Principles and Recommendations for the year ended 31 March 2022 lodged with ASX Market Announcements Platform and released on 23 January 2023 ('Appendix 4G').
- M. Recommendation 2.3 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4<sup>th</sup> ed, ('Corporate Governance Principles and Recommendations') which recommends that a listed entity should disclose:



- “(a) the names of the directors considered by the board to be independent directors;
- (b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and
- (c) the length of service of each director.
- N. Box 2.3 of the Corporate Governance Principles and Recommendations, which provides, inter alia, an example of an interest, position or relationship which might raise issues about the independence of a director of an entity where the director is, or has been within the last three years, in a material business relationship with the entity or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship.
- O. Section 9 of the Corporate Governance Statement and the Appendix 4G, each of which indicate that VIA has complied with Recommendation 2.3 of the Corporate Governance Principles and Recommendations.
- P. Section 3 of the Corporate Governance Statement, which indicates that VIA considers each of Ms Jingcui Hong and Mr Xunchang Hu to be an independent director.
- Q. Page 24 of VIA’s Annual Report, which states that ‘Ms. [Jingcui] Hong has actively and outstandingly served the large-scale stated-own company of Rising Nonferrous Metals Co Ltd which is a listed company listed on the Shanghai Stock Exchange (Code SH600259); and Guangdong Rare Earths Industry Group Co Ltd’.
- R. Page 24 of VIA’s Annual Report, which states ‘Mr. Xunchang Hu, age 61, senior engineer and Assistant to General Manager of Guangdong Rare Earth Industry Group Limited’.
- S. Section 7.3 of VIA’s announcement titled ‘Independent Expert’s Report on the Proposal to acquire a 100% equity interest in Polygoal Capital Limited’ lodged with the ASX Market Announcements Platform and released on 8 April 2016, which states that:
- (a) Maoming Jinsheng Minerals Co., Ltd. (‘MJSM’) is partly owned by Guangdong Rising Nonferrous Metals Share Company Limited ‘GRNONFEMET’;
- (b) GRNONFEMET is listed on the Shanghai Stock Exchange (Stock code: 600259); and
- (c) GRNONFEMET and Guangdong Rare Earth Industry Group Company Limited (‘GREIGL’) are each subsidiaries of Guangdong Rising Assets Management Company Limited (‘GRAM’).
- T. Note 15 to the consolidated financial statements in the Annual Report, which states that VIA has an equity interest of 21.17% in MJSM.
- U. Section 4 of the Corporate Governance Statement, which states that “[t]he role of the Company Secretary is set out in more detail in the Board Charter”.
- V. The Board Charter available on VIA’s website at [http://www.viagold.ws/a/English/Investor\\_Relations/BoardCharter/](http://www.viagold.ws/a/English/Investor_Relations/BoardCharter/), which does not appear to contain material details of the role of the Company Secretary.

### Request for information

Having regard to the above, ASX asks VIA to respond separately to each of the following questions and requests for information:

1. Please explain the circumstances giving rise to the Annual Financial Statement Discrepancies and the effects these circumstances and/or the Annual Financial Statement Discrepancies are expected to have on VIA’s current or future financial performance or financial position.

2. Please explain the circumstances giving rise to the Cash Flow Financial Statement Discrepancies and the effects these circumstances and/or the Cash Flow Financial Statement Discrepancies are expected to have on VIA's current or future financial performance or financial position.
3. Please explain why VIA did not consider it appropriate to immediately notify the market when it became aware that there would be a material difference between its unaudited and audited financial statements, commenting specifically when you believe VIA was obliged to release this information under either or both of Listing Rules 3.1 and 4.3D.
4. Please explain the reason(s) for the decrease in the value of VIA's investments in subsidiaries from \$17,627,000 on 31 March 2021 to \$16,000 on 31 March 2022, as set out on page 105 of the Annual Report.
5. Has Ms Jingcui Hong been an officer of, or otherwise associated with, either GRNONFEMET or GREIGL in the previous 3 years?
6. If the answer to question 5 is "yes":
  - 6.1 Please describe the nature of Ms Hong's role and/or association with GRNONFEMET and/or GREIGL, as applicable.
  - 6.2 Does VIA consider that Ms Hong's role and/or association with GRNONFEMET and/or GREIGL compromises her independence? Please explain why VIA is of this opinion.
  - 6.3 Has VIA disclosed in the Corporate Governance Statement the nature of Ms Hong's role and/or association with GRNONFEMET and/or GREIGL, as applicable, and an explanation of why the board is of the opinion that this does not compromise Ms Hong's independence, as recommended by Recommendation 2.3 of the Corporate Governance Principles and Recommendations?
7. Has Mr Xunchang Hu been an officer of, or otherwise associated with, GREIGL in the previous 3 years?
8. If the answer to question 7 is "yes":
  - 8.1 Please describe the nature of Mr Hu's role and/or association with GREIGL.
  - 8.2 Does VIA consider that Mr Hu's role and/or association with GREIGL compromises his independence? Please explain why VIA is of this opinion.
  - 8.3 Has VIA disclosed in the Corporate Governance Statement the nature of Mr Hu's role and/or association with GREIGL and an explanation of why the board is of the opinion that this does not compromise Mr Hu's independence, as recommended by Recommendation 2.3 of the Corporate Governance Principles and Recommendations?
9. Does VIA's Board Charter contain details of the role of the Company Secretary? If so, where?
10. Please confirm that the contents of each of the Corporate Governance Statement and the Appendix 4G are true and accurate, and appropriately address each of the recommendations of the Corporate Governance Principles and Recommendations. To the extent that any aspect of either the Corporate Governance Statement or Appendix 4G is not true and accurate, or does not appropriately address the recommendations of the Corporate Governance Principles and Recommendations, please provide a revised Corporate Governance Statement and/or Appendix 4G, as required.
11. Please confirm that VIA'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 VIA with delegated authority from the board to respond to ASX on disclosure matters.

For personal use only

---

### **When and where to send your response**

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible.

Your response should be sent to me by e-mail at **ListingsComplianceMelbourne@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 VIA's obligations under Listing Rules 3.1, 3.1A and 4.3D and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that VIA's obligation to disclose information under Listing Rules 3.1 and 4.3D is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

### **Release of correspondence between ASX and entity**

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A.

### **Questions**

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

---

**Jonathan Bisset**  
Senior Adviser, Listings Compliance (Melbourne)

## **2022 CORPORATE GOVERNANCE STATEMENT**

The corporate governance statement included in our 2022 annual report was based on the fourth edition of the ASX Corporate Governance Council's *ASX Corporate Governance Principles and Recommendations* setting out the main corporate governance practices in operation throughout the Company for the financial year ended 31 March 2022

This revised Corporate Governance Statement was approved by the Board on 27 February, 2023

### **1. Introduction**

Effective corporate governance is critical for the long-term success of ViaGold Rare Earth Resources Holdings Limited (**ViaGold** or **Company**). The board of ViaGold (**Board**) is committed to maintaining and enhancing a strong corporate governance framework for the Company and is responsible for the overall corporate governance of the Company.

The Board monitors the operational and financial position, and overall performance, of ViaGold and oversees its business strategy, including approving its strategic goals. The Board is committed to maximising performance, generating value and financial returns for shareholders and sustaining the growth and success of the Company.

With these objectives in mind, the Board seeks to ensure that ViaGold is properly managed and the Company, its directors (**Directors**), other officers and employees operate in an appropriate environment of corporate governance. Accordingly, the Board has continued to create a framework for managing ViaGold, including the adoption of internal controls, risk management processes and corporate governance policies and practices, which it believes is appropriate for the Company's business and which is designed to promote the responsible management and conduct of ViaGold.

### **2. ASX Corporate Governance Principles and Recommendations**

The ASX Corporate Governance Council has developed and released its fourth edition of the Corporate Governance Recommendations for Australian listed entities (**ASX Recommendations**) in order to promote investor confidence and to assist companies to meet stakeholder expectations. The recommendations are not prescriptions, but guidelines and under the ASX Listing Rules, ViaGold is required to provide an annual corporate governance statement disclosing the extent to which it has followed the ASX Recommendations in the relevant reporting period. Where ViaGold has not followed a recommendation, it must identify the recommendation that has not been followed and give reasons for not following it. It must also disclose what (if any) alternative governance practices it has adopted in lieu of the recommendation during that period.

The Company's current departures from the ASX Recommendations are set out in Section 9.

The key aspects of the Company's corporate governance practices are summarised below. These charters and policies are available on its website at [www.viagold.ws](http://www.viagold.ws).

### **3. Board of Directors**

During the period, the Board comprised of three executive directors and five non-executive directors, of whom three (3) (namely, Mr. Yang Wang, Mr. Fuchuan Guo, and Mr. Xunchang Hu) are considered by the Board to be independent. The Directors are:

---

**ViaGold Rare Earth Resources Holdings Limited**

(Listed in ASX code VIA)  
Suite 1102, Level 11, 370 Pitt Street  
Sydney, NSW 2000  
+61 2 9283 3933  
ARBN 070 352 500

---

Mr. Chang Yuan Liao, Chairman, initially appointed as executive director on 29 September 2017 and then appointed as Chairman on 30 September 2019, age 57.

Ms. Mulei Shi; Chief Executive Officer, appointed on 8 Oct 2010, age 41

Dr. Longguang Shi; initially appointed as Chairman and executive director on 16 September 2010, He ceased to be an executive, but continued as a non-executive director and Chairman on 4 May 2011. On 30 September 2019, he stepped down as Chairman but has continued as a non-executive director, age 71

Mr King Choi Leung; Executive Director, appointed on 8 October 2010, age 71.

Mr. Yang Wang; Non-executive Director, appointed on 17 September 2012, age 68.

Mr. Fuchuan Guo; Non-executive Director, appointed on 29 September 2017, age 55

Mr. Xunchang Hu; Non-executive Director, appointed on 10 November 2017, age 61

Ms. Jingcui Hong; Non-executive Director, appointed on 30 September 2019, age 40.

Further information on the Directors, including their period in office, qualifications, experience, special responsibilities and other listed company directorships can be found in the Annual Report and at [www.viagold.ws](http://www.viagold.ws)

#### Independence

- During the period, the Board was split three (3) and five (5) between Directors considered by the Board to be independent and those who were not independent. This is not consistent with the ASX Recommendations that a majority of the Board be independent directors. Within PRC, it is common for executive directors and persons directly involved in some way with a company to be appointed to the Board (and for a non-independent director to be the Chair) The split in the proportion of Directors considered by the Board to be independent and the Board intends to continue to assess its composition and will look to appoint further additional suitably qualified and experienced independent persons to the Board in the future.

#### Director appointment, election and re-election

The Board undertakes appropriate checks before appointing and/or putting forward any person as a candidate for election as a Director and provides shareholders with all material information in its possession relevant to the election (or re-election) of each Director. For all appointments, the Board determines the selection criteria, identifies potential candidates and undertakes an assessment of their background, skills, experience, personal qualities and, once completed, appoints the candidate most suited to the role.

The Company has a written agreement with each Director setting out the terms of their appointment. The Company also has a written agreement with each senior executive setting out the terms of their appointment. All appointments are recorded in the Company's books and registers and advised to the requisite regulatory authorities.

Under ViaGold's Constitution, with the exception of the Managing Director, Directors may not hold office without election beyond the third Annual General Meeting (AGM) following their election or most recent re-election. Any director appointed to fill a casual vacancy must submit themselves for election at the next AGM.

#### Role and Responsibilities of the Board

The Board's role is to act in the best interests of the Company as a whole and is accountable to shareholders for the overall direction, management and corporate governance of the Company and the Group.

The primary responsibilities of the Board include:

---

#### **ViaGold Rare Earth Resources Holdings Limited**

(Listed in ASX code VIA)  
Suite 1102, Level 11, 370 Pitt Street  
Sydney, NSW 2000  
+61 2 9283 3933  
ARBN 070 352 500

---

- the establishment of the long term goals of the Company and the strategic plans to achieve those goals;
- the approval of the annual and half year financial statements of the Company;
- the review and adoption of annual budgets for the financial performance of the Company and monitoring the results on a quarterly basis; and
- ensuring that the Company has implemented adequate systems of internal controls together with appropriate monitoring of compliance activities.

The Board Charter sets out the Board's role and responsibilities and describes those matters expressly reserved for the Board and those matters delegated to management (principally the Managing Director). A copy of the Board Charter can be found at [www.viagold.ws](http://www.viagold.ws).

The Managing Director is responsible for the day-to-day management of the Company, supported by the Company's senior executives. However, the ultimate responsibility for governance and strategy resides with the Board.

#### Structure and Composition of the Board

ViaGold is committed to ensuring the composition of the Board includes Directors who bring the appropriate mix of skills, experience, expertise and diversity to Board decision making. It considers that having a diversity of skills background, knowledge and gender are important in effectively governing the Company.

The Board considers that its Directors and Senior Management have the necessary skills and experience to discharge their responsibilities. The background and experience of the Directors is set out on pages 23 and 24 of the Company's 2022 Annual Report. In addition, set out below is a Director skills/experience matrix applicable to the Board as it was composed at the end of the financial year:

<b>Skill/Experience</b>	<b>Board</b>
<b>Total Number of Directors</b>	8
<b>Financial Acumen</b>	5
Experience in financial accounting and reporting, corporate finance and internal financial controls	
<b>Commercial Capability</b>	5
Broad range of commercial skills and experience	
<b>Strategy</b>	5
Experience in developing and implementing a successful strategy over the long-term	
<b>Industry Experience</b>	4
Experience working in the rare earth processing & marketing sector	
<b>Global Experience</b>	4
Experience in a global business exposed to a range of cultural, political and regulatory environments	
<b>Sales and Marketing Experience</b>	4
Sales and Marketing Experience	
<b>Corporate Governance and Compliance</b>	

---

**ViaGold Rare Earth Resources Holdings Limited**

(Listed in ASX code VIA)  
Suite 1102, Level 11, 370 Pitt Street  
Sydney, NSW 2000  
+61 2 9283 3933  
ARBN 070 352 500

---

Experience and an understanding of a high level of governance, business ethics and regulatory compliance	4
<b>Investor Relations</b>	
Understanding of investor relations and the steps required to develop long-term value for shareholders	4

In addition to the skills and experience set out above, the Board considers that each Director has the ability to:

- act with honesty and integrity;
- focus on the material issues;
- think strategically and take a 'whole of organisation' perspective;
- understand the external environment and deal with pressures from external sources;
- influence effectively at the board table;
- respect and consider alternative viewpoints; and
- hold management accountable.

#### Board Performance Evaluation

ViaGold is committed to transparency in determining Board membership and in assessing the performance of the Board, Board Committees and individual Directors.

While the Board does not have a formal policy for reviewing and evaluating the performance of the Board or its Committees, Chair or individual Directors, it does regularly assess, review and analyse how the Board, Committees and Directors function and the time spent considering matters by the Board and by the Committees. The Chair monitors performance on an ongoing basis and discusses performance individually with directors on a periodic basis. In all reviews and assessments, the balance of skills, experience, independence and knowledge are taken into consideration as well as how the Board works together as a unit.

#### Professional Development

The Board reviews whether the Directors have the skills, knowledge and familiarity with the entity and its operating environment required to fulfil their role on the Board and its Committees effectively and, where gaps are identified, consider what training or development could be undertaken to fulfil those gaps and/or what additional persons might be added to the Board or senior management team to address any identified weaknesses.

#### Remuneration

The Remuneration Committee oversees the fixing of the remuneration for the Directors and the Managing Director and ensures generally that such remuneration is appropriate and not excessive. While the Managing Director is directly responsible for setting the remuneration of other members of the senior management team, the Remuneration Committee provides advice to the Managing Director on these issues.

Given the size of the Company's management team, the Board believes this is an appropriate way in which to deal with this aspect of the Company's governance at this time.

## Induction

The Board provides an induction program to all new Directors.

## Meetings and documents

Board meetings and shareholders meetings are held predominantly in English. At any meeting which a Director attends which is held in a language foreign to that Director (or in respect of any document in a foreign language made available to a Director), the Company ensures a translator who is able to translate proceedings (or the relevant document) is in attendance and time is taken to enable the translation to take place. Similarly, key corporate documents are ordinarily sent in advance of meetings to allow sufficient time for their translation to be undertaken.

Time is also taken to ensure all Directors understand and can contribute to the discussions at those meetings and understand and can discharge their obligations in relation to key documents, regardless of the language used in the meeting or the document.

## 4. Board Committees

To assist the Board in discharging its duties efficiently and effectively, it has established an Audit and Risk Committee, a Remuneration Committee and a Nomination Committee. Each Committee operates within its Board approved Charter which sets out the roles, responsibilities, membership requirements and meeting procedures for each committee. It is the intention of the Board to merge the Remuneration and Nomination Committees into one in the future.

Each established Committee meets as required and, generally, no less than twice a year. Two Audit & Risk Committee meetings were held during the period.

### Audit & Risk Committee

ViaGold has established an Audit & Risk Committee. It had two members only during the period, both of whom are independent. The Committee is chaired by an independent director who is not the chairman of the Board.

Members of the Audit & Risk Committee during the period were:

Mr. Yan Wang, independent Non-Executive Director, Chair

Ms. Fuchuan Guo, independent Non-Executive Director.

The qualifications and experience of the members of the Committee are set out in the 2021 Annual Report.

The Audit & Risk Committee Charter is available at [www.viagold.ws](http://www.viagold.ws).

The Audit & Risk Committee reviews, along with the CEO and CFO:

- the annual and half-year financial statements prior to their approval by the Board;
- the effectiveness of management information systems and systems of internal control;
- the appointment of external auditors; and
- the efficiency and effectiveness of external audit functions, including reviewing the relevant audit plans.

---

**ViaGold Rare Earth Resources Holdings Limited**

(Listed in ASX code VIA)  
Suite 1102, Level 11, 370 Pitt Street  
Sydney, NSW 2000  
+61 2 9283 3933  
ARBN 070 352 500

---



During the period, the Audit & Risk Committee also had responsibility for, and undertook a review of, the Company's risk management framework. It will continue to review the Company's risk management framework at least annually. The reviews focus on the Committee satisfying itself that the risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.

As the Company does not have an internal audit function, the Audit & Risk Committee is also responsible for making recommendations on the Company's systems of internal controls. This includes constant monitoring of the operational and financial aspects of the Company's activities, identifying and evaluating financial risks in close co-operation with the Company's business units and making recommendations to the Board. It also involves review and assessment of the external auditors and other advisers on the operational and financial risks that are facing the Company.

While the Company has no record of material exposure to environmental or social risks, the Board recognises the importance of ensuring the economic, environmental and social sustainability of the Company. The Board monitors sustainability issues and works closely with management to establish best practice around environmental efficiency and waste, and collaborates closely with all stakeholders in setting appropriate sustainability objectives for product and services development.

The number of times the Committee met throughout each reporting period and the individual attendances of the members at those meetings are ordinarily recorded and kept at the Company Secretariat office.

Should the Company determine it has any material exposure to economic, environmental and/or social sustainability risks, it will disclose how it will manage those risks.

#### Nomination Committee

While ViaGold has a Nomination Committee, it is currently comprised of three Directors (Mr Yan Wang (Committee Chair), Mr Changyuan Liao and Mr. Fuchuan Guo was newly appointed on 30 June 2022). While the Committee makes recommendations to the Board, it is the Board as a whole which is responsible for Board succession issues and ensures there is an appropriate balance of skills, knowledge, experience, independence and diversity on the Board to discharge its duties and responsibilities effectively. A copy of the Nomination Committee Charter can be found at [www.viagold.ws](http://www.viagold.ws).

Given the size of the Company and its management team, the Board believes this has been an appropriate way in which to deal with this aspect of the Company's governance at this time.

#### Remuneration Committee

The Board has a Remuneration Committee. It is currently comprised of three Directors (Mr Yan Wang (Committee Chair), Mr Changyuan Liao and Mr Fuchuan Guo), a majority of whom are independent Directors. An independent Director, Mr Yan Wang, chairs the Remuneration Committee. Given the size of the Company's management team, the Board believes this is appropriate at this time. A copy of the Remuneration Committee Charter is available at [www.viagold.ws](http://www.viagold.ws).

The Remuneration Committee will hold meetings as often as it considers necessary and the number of times the Committee meets throughout the annual reporting period will ordinarily be disclosed in the Annual Report and attendance of the members at those meetings recorded in the minutes book of the Company.

Remuneration packages may contain any or all of the following:

- annual salary based on the relevant market;
- ad hoc rewards, special payments and other measures available to reward individuals and teams following a

---

**ViaGold Rare Earth Resources Holdings Limited**

(Listed in ASX code VIA)  
Suite 1102, Level 11, 370 Pitt Street  
Sydney, NSW 2000  
+61 2 9283 3933  
ARBN 070 352 500

---

particular outstanding business contribution;

- a lump sum payment related to achievement of identified business drivers and personal key performance indicators measured over a year (or longer period, as appropriate); and
- other benefits such as holiday and sickness benefits and superannuation payments.

The Remuneration Committee reviews the remuneration of executives every year and considers individual performance, comparative remuneration in the market and, where appropriate, external advice.

The Committee provides this information together with a recommendation to the Board for its consideration.

For the Directors, remuneration is determined with regard to the Company's need to maintain appropriately experienced and qualified Board members and in accordance with competitive pressures in the marketplace. The Remuneration Committee may from time to time seek independent advice in relation to the remuneration of the Directors and may make recommendations to the Board and to members in relation to any total fee increase.

The Board reviews Directors' remuneration on an annual basis. From time to time, the Board may ask an individual Director to devote extra time or to undertake extra duties. Directors who undertake these tasks may, at the Board's direction, receive extra amounts. Directors are also reimbursed for expenses associated with undertaking their duties.

Further information on the remuneration policies and remuneration of the Directors and senior executives is provided in the Remuneration Report found in the Company's Annual Report.

The Company did not grant options or other equity securities to employees in this financial year. However, if and when options are granted to employees, they are granted in accordance with the Employee Securities Plan Rules. Offer to employees will generally include restrictions on dealings with employee securities except with prior written consent from the Board. As a general rule, employees and other participants in equity based remuneration arrangements are not permitted to enter into transactions, whether derivative based or otherwise, which limit the economic risk of participation in such arrangements and/or schemes.

Company Secretary

Mr King Choi (Peter) Leung was appointed on 7 August 2015 as the Company Secretary. He is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

The role of the Company Secretary include a responsibility to ensure that all relevant business is put to the Board and its Committees and that decision of the Board/Committees are actioned and/or implemented. In this role, the Company Secretary is effectively the manager of the business of the Board and its Committees and secondly, it is also often the conduit for communication between the directors, shareholders and employees.

## 5. Senior Executives

Senior executives manage the day-to-day tasks of the Company under the guidance and direction of the Managing Director. ViaGold recognises the importance of its senior executives to the Company's growth and performance. Accordingly, the Company undertakes regular evaluations of its senior executives to review their effectiveness and performance on an ongoing basis.

The Managing Director reviews the performance of senior executives annually. These evaluations assess the completeness and effectiveness of each senior executive in meeting their KPIs, whether the executive has the appropriate mix of skills and experience to allow the Company to meet its corporate goals and whether the executive provides a safe, secure, productive, harmonious and inclusive environment for their employees to perform at their best.

---

**ViaGold Rare Earth Resources Holdings Limited**

(Listed in ASX code VIA)  
Suite 1102, Level 11, 370 Pitt Street  
Sydney, NSW 2000  
+61 2 9283 3933  
ARBN 070 352 500

---

A performance review of the senior executives who report to the Managing Director was undertaken by the Managing Director during the course of this year.

## 6. Diversity

ViaGold is committed to diversity and inclusion in its workplace. It has a Diversity Policy, a copy of which can be found at [www.viagold.ws](http://www.viagold.ws). Given the size, location and stage of development of the Company's businesses, and despite having adopted a formal policy, the Board believes it is appropriate to be focused more on diversity of expertise and experience and equality of opportunity than on gender or ethnic diversity across the businesses.

Proportions of men and women on the Board and in senior executive positions in September 2022 were as follows:

Board: 6 persons or 75% are male, 2 persons or 25% are female.

Senior Executives: 7 persons or 78% are male, 2 persons (including the CEO) or 22% are female.

## 7. Values

ViaGold's values include (but are not limited to):

- ensuring sound standards of corporate governance and compliance with all applicable laws;
- being honest, transparent and accountable in all business dealings;
- fostering innovation, enterprise and continuous learning within the organisation; and
- respecting and embracing diversity through openness, sharing, trust, teamwork and cooperation.

### Ethical and Responsible Behaviour

ViaGold is committed to acting ethically and responsibly, including acting with honesty and integrity. To support this, the Company has developed various policies that set out the values and expectations as to how the Company and its employees will work and behave.

### Code of Conduct

ViaGold's Code of Conduct represents a commitment by the Board and executives to uphold the highest standards of honesty, integrity and ethical and law-abiding behaviour and to foster a culture of honesty, integrity and ethical and law-abiding behaviour among the Company's officers and employees.

Failure to comply with the Code is viewed as a serious matter and may lead to disciplinary action by the Board, including dismissal and/or legal action. Material breaches of the Code are reported to the Board.

A copy of the Code can be found at [www.viagold.ws](http://www.viagold.ws).

### Conflicts of Interest

ViaGold's Code of Conduct also includes guidelines in managing conflicts of interest.

In accordance with the requirements of the applicable laws, Directors who have a material personal interest in a matter must not be present while the matter is being considered. The other Directors, however, may allow such Director/s to participate and vote in relation to a particular issue if they are satisfied that the interest should not disqualify the Director/s from voting and/or being present.

---

### ViaGold Rare Earth Resources Holdings Limited

(Listed in ASX code VIA)  
Suite 1102, Level 11, 370 Pitt Street  
Sydney, NSW 2000  
+61 2 9283 3933  
ARBN 070 352 500

---

## Whistleblower

ViaGold's Whistleblower Policy sets out the types of disclosures that qualify for protection under the Whistleblower Protection Scheme, information about the protections available under the Scheme and how the Company will support whistleblowers and protect them from detriment. The policy is made available to all officers, employees and contractors and can be found at [www.viagold.ws](http://www.viagold.ws). Material incidents reported under the Policy are to be reported to the Board.

### Anti-bribery, Fraud and Corruption

Compliance with ViaGold's Anti-bribery, Fraud and Corruption Policy is fundamental to the Company's values, reputation and standing in the wider community. ViaGold has no tolerance for unfair or unethical conduct in business. It believes acting fairly and ethically will protect the Company's assets and create value for its business partners, customers and shareholders.

The Company prohibits bribery and corruption in all dealings in every country. ViaGold's Anti-bribery and Corruption Policy applies to all dealings whether they be with private organisations, individuals, domestic or foreign governments, or their representatives.

ViaGold believes its Anti-bribery, Fraud and Corruption Policy reinforces the Board, senior management and employees' commitment to refraining from corrupt and fraudulent conduct and to establishing policies, controls and procedures for prevention and detection of these activities.

A copy of the Anti-bribery, Fraud and Corruption Policy can be found at [www.viagold.ws](http://www.viagold.ws). The Board must be notified of any material breaches of this Policy.

### Dealing in ViaGold Securities

ViaGold has a Share Trading Policy applicable to all Directors, employees and associates which prohibits a person from trading or dealing in the Company's securities if they are privy to insider information. Further, a Director or their associates, may only deal in the Company's securities when they do not have any inside information and during a trading window.

A copy of the Policy is available at [www.viagold.ws](http://www.viagold.ws).

### Internal Audit

The Company does not have an internal audit function. Due to its size and current activities, the Board does not believe that an internal audit function is warranted at this time. The Board evaluates and monitors internal control processes in order to continually improve the effectiveness of its risk management practices and will continue to re-evaluate the Company's requirement for an internal audit function as the Company grows.

### CEO and CFO Declaration

The Board received a declaration from both the CEO (Managing Director) and CFO, that, in their opinion, the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Group, and that their opinion has been formed on the basis of a sound system of risk management and internal control (which systems were operating effectively). The declaration was provided before the Board approved the Company's financial statements for the 2022 financial period. The Board will continue to ensure such declarations are received

---

**ViaGold Rare Earth Resources Holdings Limited**

(Listed in ASX code VIA)  
Suite 1102, Level 11, 370 Pitt Street  
Sydney, NSW 2000  
+61 2 9283 3933  
ARBN 070 352 500

---

in the future.

Verification of periodic reports

ViaGold releases half yearly and yearly financial statements and reports that are reviewed and/or audited respectively by an external auditor. For other periodic reports and ASX releases, the Company has embedded processes, including internal reviews by the Company's management team and Board review and approval, to ensure the accuracy of these reports and to ensure they are balanced and provide investors with appropriate information to make informed investment decisions.

## 8. Market Disclosure and Shareholder Communications

ViaGold believes effective communication with its shareholders, potential shareholders and other market participants is of upmost importance for any listed company and is committed to promoting high standards of disclosure to ensure a fully informed market.

ViaGold has an established process, via its Board Charter, which promotes effective communication with shareholders and encourages effective participation at general meetings. Included in this is the requirement for the Company to provide information about itself and its governance to investors via its website.

The Board policies set out the procedures for:

- reporting material price sensitive information to the Company Secretary for review and release;
- ensuring the Company achieves best practice in complying with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules (including dealings and discussions with analysts, professional bodies, the media and/or customers); and
- ensuring the Company and individual officers do not contravene the Companies Act (Bermuda) and/or the ASX Listing Rules (including restrictions on media interviews and/or investor presentations).

The Board considers issues of continuous disclosure at each of its meetings. The Board also regularly reviews such matters as:

- continuing education / professional development of the skills of its Directors;
- the rights of its officers to seek independent legal advice;
- directors and officers insurance;
- the setting and promulgation of ethical standards;
- auditing arrangements;
- identification and management of business risks;
- related party transactions; and
- compliance with the ASX Listing Rules.

Mr. King Choi (Peter) Leung and the local Australian agent, Mr. Chi Keung (Herman) Chow have primary responsibility for all communications with the ASX in relation to any ASX Listing Rules matters.

ViaGold has also provided shareholders with the opportunity to elect to receive communications from the Company electronically and can send communications to the Company and the share registry electronically.

#### Continuous Disclosure

ViaGold has continuous disclosure obligations arising from legislation and the ASX Listing Rules. To safeguard the effective dissemination of information and to ensure the Directors and employees are aware of their obligations, the Company has policies (as summarised above) setting out its procedures to ensure the Company immediately discloses all price-sensitive information to ASX in accordance with the ASX Listing Rules.

The Board approves all material announcements prior to lodgment with ASX and the Company Secretary, prior to or when announcing any material market announcements, provides copies of the announcements to the Board and keeps records of the announcements within the Company's records.

Any new investment and/or analyst presentations are lodged and released on ASX Markets Announcement Platform prior to any such presentation being made to any other party.

#### Investor relations

ViaGold has an investor relations program that facilitates two-way communication with investors. The program is designed to allow investors and other financial market participants to gain greater understanding of ViaGold's business, governance, financial performance and prospects.

The Company places a high priority on communications with shareholders and is aware of its obligations as a listed company, both under the Corporations Act and the ASX Listing Rules, to keep the market fully informed of information which is not generally available and which may have a material effect on the price or value of the Company's securities.

Information is communicated to/from shareholders as follows:

- through the ASX Market Announcements Platform;
- through notices of meetings of shareholders;
- by provision of documents that are released to the public on the Company's website; and
- by inviting shareholders to participate in all shareholders' meeting either in person, electronically or by their nominated representatives.

#### Website

Information about ViaGold and its governance policies and practices is also available on the Company's website at [www.viagold.ws](http://www.viagold.ws).

#### Electronic Communication

ViaGold gives its shareholders the option to send and receive all communications to the Company and its share registry electronically. The Company has also provided shareholders with the email addresses of the members of the senior management team / company representatives / Company Secretary to facilitate communication to and from them.

---

**ViaGold Rare Earth Resources Holdings Limited**

(Listed in ASX code VIA)  
Suite 1102, Level 11, 370 Pitt Street  
Sydney, NSW 2000  
+61 2 9283 3933  
ARBN 070 352 500

---

Shareholders are also encouraged to update their communication preferences and elect to receive all communications electronically with the share registry at [www.computershare.com.au](http://www.computershare.com.au).

#### Annual General Meeting

The Annual General Meeting (AGM) is an important occasion for updating shareholders on the Company's performance. The AGM provides the opportunity for shareholders to ask questions of and hear from the Board. ViaGold encourages shareholder participation at its AGM as an opportunity to allow the Board to listen and respond to shareholder feedback. Similar opportunities are also provided to shareholders at all other general meetings of the shareholders. As a general rule, availability of the key Directors and time zones permitting, all general meetings of shareholders are held at reasonable times for the shareholders (both in Australia and Macau / Hong Kong).

Further, with the impact of COVID-19 and the location of shareholders in multiple jurisdictions, the Company has changed its usual venue for general meetings to accommodate conferencing / webcasting of those general meetings (or providing non-local shareholders with other electronic forms of participation in general meetings).

The Company ensures that its external auditor attends all AGMs and is available to answer queries from shareholders relevant to the audit. All substantive resolutions are ordinarily decided by a poll (voting by a show of hands is utilised if it is self-evident (and beyond dispute) that the relevant resolution before the general meeting of shareholders will be approved.

#### 9. Compliance with Recommendations

ViaGold has complied fully with 32 of the 40 ASX Recommendations (relevant to the Company) during the period. Given the nature and scale of the Company, the Board believes its compliance with the ASX Recommendations to be appropriate at this time.

The Company did not comply with the following ASX Recommendations during the year:

- Recommendation 1.5(b) and (c): The Board continually assesses the need for developing specific and measurable objectives for gender diversity across the Company. However, at this time in the Company's development, the Board believes that it would not add value to the Company to have specific objectives for gender diversity. The Company currently engages the best person for each role and, given the nature of its business activities, it is focused more on expertise, experience and equality of opportunity than any particular gender or ethnic diversity objectives across its businesses. Further, as the Company is a foreign company and not subject to the Workplace Gender Equality Act (and is not included in the S&P / ASX 300 Index), it has not specifically addressed and therefore may not have complied with the requirements of that Act.
- Recommendations 1.6 and 1.7 – refer to Sections 3 and 5 above. The Board believes that its current policy of regular, but informal, reviews of its Board, Committees, individual Directors and members of its senior management team is more appropriate for its business at this time. As the business grows, this policy will be reviewed.
- Recommendation 2.4: - During the period, the Board was split three (3) and five (5) between Directors considered by the Board to be independent and those who were not independent. This is not consistent with the ASX Recommendations that a majority of the Board be independent directors. Within PRC, it is common for executive directors and persons directly involved in some way with a company to be appointed to the Board (and for a non-independent director to be the Chair) The split in the proportion of Directors considered by the Board to be independent and the Board intends to continue to assess its composition and will look to appoint further additional suitably qualified and experienced independent persons to the Board in the future.

---

**ViaGold Rare Earth Resources Holdings Limited**

(Listed in ASX code VIA)  
Suite 1102, Level 11, 370 Pitt Street  
Sydney, NSW 2000  
+61 2 9283 3933  
ARBN 070 352 500

---

- Recommendation 2.5: The Chair of the Company, Mr Changyuan Liao, is not an independent Director. The Company is incorporated in Bermuda and its operations are predominantly based in People's Republic of China (PRC). Within PRC, as above, it is common for executive directors and persons directly involved in the management of the relevant company to be appointed to both the Board and to be the Chair. Further, Mr Liao is the most appropriate person for the role given his diverse background and importantly, his knowledge of the major business activities of the Company within the rare-earth industry. Cognisant of the corporate governance issue that presents, it is important to note that the Chair is not the chief executive officer of the Company. That position is held by Ms Mulei Shi. It is not proposed that this will change (and, in particular, that the chief executive officer and chair roles would ever be held by the same person).
- Recommendations 4.1 and 7.1: While ViaGold has an Audit & Risk Committee chaired by an independent Director (who is not the Chair of the Board), the Committee currently comprises only two non-executive and independent Directors (instead of the required three). However, despite the reduced number, the current Committee is confident that it has the skills, capacity and capability to independently verify and safeguard the integrity of the Company's financial statements and reporting (including the process for the appointment and removal of the external auditor and the rotation of the audit engagement partner) and risk management. The Company intends to add one or more additional Directors to the Committee in the near future. The non-reporting of the number of meetings of the Audit & Risk Committee held during the year and the attendances at those meetings by the Committee members was an oversight. It will be remedied in the next Annual Report.
- Recommendation 6.4: While all future resolutions will ordinarily be decided by a poll, the Company did not comply with this ASX Recommendation in 2021 (or in previous years) as all resolutions approved at meetings of the members of the Company were approved by voting by a show of hands. This voting procedure was adopted because it was self-evident (from the proxies lodged and the persons present at the meetings) that all resolutions would be approved by the shareholders. As such, it was administratively easier and more cost efficient for the Company to adopt that course. Given Recommendation 6.4, the Company will ordinarily decide the outcome of resolutions in the future by voting by a poll.

**VIAGOLD RARE EARTH RESOURCES HOLDINGS LIMITED**