Notice under Section 650D
of the Corporations Act

VIKING MINES LIMITED
ACN 126 200 280

NOTICE OF VARIATION OF TAKEOVER OFFER
FOR BID CLASS SECURITIES IN AUMINCO MINES LIMITED

To: Australian Securities and Investments Commission

Auminco Mines Limited ACN 159 575 863 (**Auminco**)

Each person to whom offers were made under the off-market takeover bid by Viking Mines Limited ACN 126 200 280 (**Viking**) to acquire all the fully paid ordinary shares in Auminco.

1. Extension of Offer Period

(a) On 14 May 2014, Viking gave a notice to vary its offers dated 8 April 2014 for all of the fully paid ordinary shares in Auminco (**Offer**) by extending the period during which the Offer remains open for acceptance until 5:00pm WST on Friday, 6 June 2014, unless extended or withdrawn (**Second Variation**).

(b) Viking hereby gives a further notice that it varies the Offer by:

(i) extending the period during which the Offer remains open for acceptance until 5:00pm WST on Friday, 4 July 2014, unless extended or withdrawn; and

(ii) substituting the date "4 July 2014" for the date "6 June 2014", in section 3 of Annexure A of the bidder's statement dated 2 April 2014 issued by Viking (**Bidder's Statement**) and in all other sections of the Bidder's Statement where the date "6 June 2014" appears as a result of the Second Variation.

2. Date for giving notice as to status of conditions under the Offer

The new date in section 9(e) of Annexure A to the Bidder's Statement for giving notice under section 630 of the *Corporations Act 2001* (Cth) (**Corporations Act**) as to the status of conditions in section 9(a) of Annexure A to the Bidder's Statement is 26 June 2014.

3. Right of withdrawal

The Offer remains subject to a defeating condition.

In accordance with section 650E of the Corporations Act, as this extension to the Offer results in a total extension of the Offer by more than 1 month, those Auminco shareholders who have validly accepted the Offer on or before the date of this notice may withdraw their acceptance by giving notice to Viking (**Withdrawal Notice**) within 1 month beginning on the day after the day on which they received this notice (**Withdrawal Period**).

Auminco shareholders who withdraw their acceptance must return any consideration received for accepting the Offer. A Withdrawal Notice by an Auminco shareholder withdrawing their acceptance under section 650E of the Corporations Act must be in writing to Viking.

If an Auminco shareholder is legally entitled to give, and does in fact give, a Withdrawal Notice within the Withdrawal Period, Viking will, before the end of 14 days after the day it is given the Withdrawal Notice, return to the Auminco shareholder any documents that were sent by the Auminco shareholder to Viking with the acceptance of the Offer.

A copy of this notice was lodged with ASIC on 28 May 2014. Neither ASIC nor any of its officers takes any responsibility for the content of this notice.

Signed for and on behalf of Viking pursuant to the authority of a unanimous resolution passed by all of the Directors of Viking and is given in reliance of ASIC Class Order CO 13/521.

DATED: 28 May 2014



John William Gardner
Chairman
Viking Mines Limited