

VIAGOLD CAPITAL LIMITED

ARBN 070 352 500

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Date: 14th December 2012

Time: 2:30pm (Macau time)

Place: AV. Xian Xing Hai, ED. Zhu Kuan (Golden Dragon Centre) 6J-K, Macau

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20th November 2012

Dear Shareholder

I am pleased to enclose the 2012 Notice of Annual General Meeting and accompanying Explanatory Statement. The Explanatory Statement sets out information for shareholders regarding the business of the Annual General Meeting.

The Annual General Meeting of the Company is to be held at 2:30pm (Macau time) on 14th December 2012 at AV. Xian Xing Hai, ED. Zhu Kuan (Golden Dragon Centre) 6J-K, Macau.

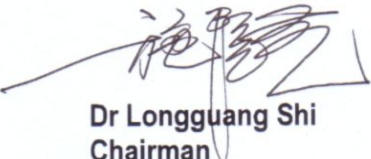
At the Annual General Meeting the members will be asked to consider and vote on resolutions relating to:

1. the approval of the financial statements of the Company for the year ended 31 March 2012;
2. the re-election of Mr James Anthony Wigginton and Mr Yan Wang as Directors of the Company;
3. the appointment of Cheng & Cheng Limited as the auditor of the Company;
4. ratification of the issue during the year of 4,500,000 options; and
5. approval of the proposed issue by the Company of up to 5,000,000 warrants.

The resolutions are set out in the Notice of Annual General Meeting and further details in respect of each resolution are included in the Explanatory Statement.

If you are unable to attend the Annual 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

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of members of **VIAGOLD CAPITAL LIMITED** ('Company') will be held at AV. Xian Xing Hai, ED. Zhu Kuan (Golden Dragon Centre) 6J-K, Macau at 2:30pm (Macau time) on 14th December 2012.

ORDINARY BUSINESS:

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions.

Financial Statements and Reports

1. To receive and adopt:
 - (a) the audited financial statements;
 - (b) the directors' report; and
 - (c) the auditors' report,of the Company for the year ended 31 March 2012.

Election of Directors

2. That Mr James Anthony Wigginton, a Director retiring in accordance with By-Law 19.1 of the Constitution and being eligible, is re-elected as a director of the Company.
3. That Mr Yan Wang, a Director retiring in accordance with By-Law 19.4 of the Constitution and being eligible, is elected as a director of the Company.

Appointment of Auditor

4. That Cheng & Cheng Limited, having consented to act as auditor of the Company, be appointed as auditor of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix its remuneration.

Ratification of prior issue of Options

5. That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given to the issue of 4,500,000 Options by the Company on the date and on terms and conditions more fully described in the Explanatory Statement accompanying this Notice.

Approval of issue of Warrants

6. That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given to the Company to the issue to professional and sophisticated investors nominated by the Company of up to 5,000,000 warrants at an issue price per warrant of \$0.08 and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice.

DATED: 20th November 2012

BY ORDER OF THE BOARD
Kenneth Kwing Chuen Tang
Company Secretary

NOTES

Entitlement to Vote

- The Company has determined that for the purposes of the meeting the shares of the Company will be taken to be held by the persons who are registered as the holders of the shares in the Register of Members of the Company at 7.00pm on 12th December 2012. Accordingly, only those persons will be entitled to attend and vote at the meeting.

Voting Exclusions

• Resolution 5

The Company will disregard any votes cast on Resolution 5 by any recipient of the Options and all associates of any such recipient.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy for a person who is entitled to vote and it is cast in accordance with the directions on the voting form; or
- the person chairing the meeting as proxy for a person who is entitled to vote and it is cast in accordance with a direction on the voting form to vote as the proxy decides.

Resolution 6

The Company will disregard any votes cast on Resolution 6:

- by any person who may participate in the proposed issue of Warrants and by any person who may obtain a benefit from the proposed issue of Warrants, except a benefit solely in the capacity of a holder of Shares if Resolution 6 is passed; and
- by any associate of any such recipient.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy for a person who is entitled to vote and it is cast in accordance with the directions on the voting form; or
- the person chairing the meeting as proxy for a person who is entitled to vote and it is cast in accordance with a direction on the voting form to vote as the proxy decides.

Voting by proxy:

- A shareholder who is entitled to attend and vote at the meeting may appoint up to two proxies to attend and vote on behalf of that shareholder.
- If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.
- If a shareholder appoints more than one proxy, neither proxy will be entitled to vote on a show of hands.
- A proxy need not be a shareholder of the Company.

To be effective, the Company must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 2:30pm (Macau time) on 12th December 2012.

Proxies may be lodged with the Company:

- by mail to ViaGOLD Capital Limited at:
Av. Xian Xing Hai, Ed. Zhu Kuan (Golden Dragon Centre) 6J-K, Macau; or
Suite 501, 100 Victoria Parade, East Melbourne, Victoria 3002, Australia
- by facsimile to ViaGOLD Capital Limited at:

+ 853 2872 7819 (Macau)

+ 613 9662 4933 (Australia)

- A Proxy given by a corporate shareholder must be executed in accordance with the constitution of the company giving the proxy, or under the hand of a duly authorised attorney of the company.
- A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
- If a shareholder appoints the chairperson of the meeting as the shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson intends to vote, as proxy for that shareholder, in favour of that item on a poll.

VIAGOLD CAPITAL LIMITED

EXPLANATORY STATEMENT

PURPOSE OF INFORMATION

This information is given to shareholders in relation to the resolutions to be considered at the 2012 Annual General Meeting of the Company to be held at AV. Xian Xing Hai, ED. Zhu Kuan (Golden Dragon Centre) 6J-K, Macau at 2:30pm (Macau time) on 14th December 2012.

Definitions

In the Notice of Meeting and this Explanatory Statement the following terms have the following meanings:

Act means the Companies Act 1981 of Bermuda.

AGM means the annual general meeting that is the subject of, and convened by, the Notice of Meeting.

ASX means ASX Limited.

Board means the Board of Directors of the Company.

Company means ViaGOLD Capital Limited.

Constitution means the constitution of the Company.

Director means a director of the Company from time to time.

Listing Rules means the Official Listing Rules of ASX.

Meeting means Annual General Meeting of the Company to be held on 14th December 2012.

Notice of Meeting means the Notice of Annual General Meeting dated 20th November 2012 referred to in and which accompanies this Explanatory Statement.

PRC means the People's Republic of China.

Resolution means a resolution referred to in the Notice of Meeting.

Share means an ordinary share in the capital of the Company.

Shareholders means the holders of Shares.

THE PROPOSALS

The Resolutions before the meeting relate to the following matters:

1. approval of the financial statements of the Company;
2. the re-election of Mr James Anthony Wigginton as a Director;
3. the election of Mr Yan Wang as a Director;

4. the appointment of Cheng & Cheng Limited as auditors of the Company;
5. the ratification of the issue during the year of 4,500,000 Options; and
6. the approval of the issue by the Company of up to 5,000,000 Warrants.

WHY THE MEETING IS BEING HELD

Resolution 1 - The Financial Statements & Reports

Pursuant to the Act a public company that is required to hold an annual general meeting must table its financial statements and reports for the previous year before the members at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements in the Annual Report of the Company for the year ended 31 March 2012. A copy of the Annual Report has been forwarded to each Shareholder. A copy of the audited financial statements and the associated reports will be tabled at the meeting for the approval of the Shareholders.

Resolution 2 – Re-election of existing Director

Pursuant to By-Law 19.1 of the Constitution, at each annual general meeting, one third of the Directors (or, if their number is not a multiple of 3, then the number nearest to but not exceeding one third) must retire from office. The Directors retire by rotation, with the Directors who have been the longest in office since being appointed or re-appointed being the Directors who must resign in any year. The Constitution ensures that no Director is able to remain in office for longer than 3 years without facing re-election. If eligible to hold office, each retiring Director is entitled to offer himself for re-election as a Director at the annual general meeting which coincides with his or her retirement.

Each of the following Directors has advised the Company that he intends to retire as a Director on or before the conclusion of the Meeting – Mr Tam Kam Biu William, Mr Jack Chik Ming Chu and Dr Wei Xiang. The Company thanks them for their contribution to the Company.

At the Meeting, the following Director, Mr James Anthony Wigginton, will be retiring by rotation. As he is eligible and wishing to continue as a Director, he offers himself for re-election

Biographical details

Mr James Anthony Wigginton

Mr Wigginton is an independent non-executive director of the Company. Mr Wigginton, who is a qualified accountant, is currently a director of ATF Group (PDF) Limited and its subsidiary Evivar Medical Pty Ltd, which is a provider of diagnostic health care. He has over 30 years experience in the banking and stockbroking industry, both in Australia and overseas. He has held executive management positions with a number of major international banks in Australia, the United States of America and Asia and has considerable experience in international banking and corporate finance. He has been responsible for a number of initial public offerings in Australia. He has been a director of a number of private companies both in Australia and overseas.

Resolution 3 - Election of Director

Pursuant to By-Law 19.4 of the Constitution, a Director appointed to fill a casual vacancy or as an addition to the Board during the course of a year must not hold office (without being required to seek election) past the next annual general meeting of the Company.

Mr Yan Wang was appointed as a Director (as an addition to the Board) on 8 October 2012.

As the Meeting is the first annual general meeting of the Company following the appointment of Mr Wang as a Director, he will retire in accordance with the requirements of the Constitution and ASX Listing Rules at the Meeting. As he is entitled and eligible for election, he seeks election as a Director of the Company at the Meeting.

Biographical details

Mr Yan Wang

Mr Wang is an economist by training and has consulted to a number of international companies with operations in PRC. He has held executive management positions - as Managing Director of Nanda High-Tech Venture Capital Company and, prior to that role, as Deputy Managing Director of Jiangsu Far East International Assessment Company (both of which are located in Jiangsu Province in PRC). Mr Wang holds a Bachelors Degree from Hohai University in Nanjing..

Resolution 4 - Appointment of Auditor

In accordance with the requirements of By-Law 35.1(b) of the Constitution, at each annual general meeting, the Company is required to appoint one or more firms of auditors as its auditor to hold office until the conclusion of the next annual general meeting.

In addition, for the purpose of the Act, where an auditor of a company is appointed during a year, the company, at the next annual general meeting of its members, must seek formal approval of the appointment of the auditor to that role.

Cheng & Cheng Limited is the current auditor of the Company, having been appointed as the auditor on 1 November 2012. The Company wishes Cheng & Cheng Limited to act as its auditor for the next 12 months and accordingly recommends its appointment to that role for the current financial year.

In accordance with the requirements of the Act, the Company seeks to re-confirm the appointment of Cheng & Cheng Limited as its auditor and proposes Resolution 5 accordingly. For that purpose, attached is a copy of the formal nomination of Cheng & Cheng to act as auditor of the Company.

Resolution 5 – Ratification of issue of Options

Background

As announced to ASX on 23 October 2012, the Company issued 4,500,000 options (**Options**) to various employees and consultants to the Company who had provided business development and other strategic advice and services to the Company in the previous 12 months. None of the persons granted Options is a Director (or an associate of a Director) or other related party of the Company (within the meaning of that term in ASX Listing Rule 10.11).

Terms of the Options

Each Option entitles the holder, on the exercise of the Option and payment of the exercise price of A\$1.00 before the final exercise date, to be issued one new Share.

The principal terms of the Options are:

- The expiry date of the Options is 1 November 2017.
- The Options will not be quoted on ASX (or any other recognized stock exchange).
- A holder of the Options may exercise the Options at any time before the expiry date by payment to the Company of the exercise price (A\$1.00).
- If a reconstruction of the issued capital of the Company takes place, the terms of the Options (in particular, the number of Options and /or the exercise price of the Options) will be reconstructed in

accordance with the ASX Listing Rules such that, after the reconstruction, no option holder is either advantaged or disadvantaged, compared to the holders of Shares, by the reconstruction.

- The Options are not assignable or transferrable.
- No performance or other vesting conditions attach to the Options.

Shares issued on the exercise of Options will rank equally with all other existing Shares from the date of issue. The Options do not carry a right to attend, speak or vote at general meetings of the Company.

Why is shareholder approval is being sought?

Generally, under ASX Listing Rule 7.1, a company may, in any 12 month period, issue new securities totalling up to 15% of its issued capital without the prior approval of its shareholders.

ASX Listing Rule 7.4 provides that an issue by a company of securities made without shareholder approval under ASX Listing Rule 7.1 is treated as having been made with such approval if the issue did not breach ASX Listing Rule 7.1 when it was made and the Company's shareholders subsequently ratify the issue.

The issue of the Options did not breach ASX Listing Rule 7.1 at the time of issue and has not previously been approved by shareholders. The Company now seeks shareholder approval for the issue of the Options pursuant to ASX Listing Rule 7.4 (and therefore fully refresh its ability to issue new securities without shareholder approval under ASX Listing Rule 7.1).

The effect of passing Resolution 5 will be to refresh the Company's 15% capacity under ASX Listing Rule 7.1 so that its capacity to issue new securities over the next 12 months (without shareholder approval) would be the same as if the Options had not been issued. The resolution, if passed, will increase the Company's financial and capital management flexibility in the future.

If Resolution 5 is not passed by shareholders, the Company, when calculating the number of securities it can issue without shareholder approval in the period prior to 23 October 2013, would need to deduct the number of Shares into which the Options would exchange (if all Options were exercised) from the 15% limit.

The following additional information is provided in connection with the approval sought under Resolution 5:

1. *The number of securities issued* - A total of 4,500,000 Options were issued (with the Options exercisable into 4,500,000 Shares).
2. *The price at which the securities were issued* - Each Option was issued for nil consideration and has an exercise price of \$1.00.
3. *The principal terms of the Options* are set out above.
4. The names of the recipients of the Options - the Options were issued to:

Mr Chen Qing Hua	1,000,000
M/s Cheng Jia	1,000,000
Mr Zhou Xiang Dong	1,000,000
Mr Zhu Xiang Hui	1,000,000
M/s Wang Xi Zhen	500,000

5. *The use of funds raised* – no funds were raised by the issue of the Options. The use of the Options in payment of part of the remuneration to which the various employees and consultants were entitled enabled the Company to retain part of its available cash resources. If some or all the Options are exercised, the resulting cash subscribed for the Shares will be used for working capital purposes.

Voting exclusion statement

A voting exclusion statement relating to Resolution 5 is included in the Notice of Meeting.

What do the directors recommend?

The Directors recommend that you vote in favour of the Resolution 5.

Resolution 6 – Issue of Warrants

Background

The Company is involved in a number of initiatives to expand the scope of its operations in the education and training sector in PRC. The Company is seeking to raise new funds principally for working capital to assist it in, and to fund, its new initiatives.

The Company is proposing to raise new funds by the issue of up to a further 5,000,000 warrants (**Warrants**). The Warrants will be issued at \$0.08 per Warrant. Each Warrant will entitle the holder to be issued a Share on payment to the Company of the exercise price of \$0.71. The exercise period for the Warrants is five years from the date of issue. Funds raised from the issue of Warrants will be used principally for working capital.

Shareholder approval

Listing Rule 7.1 provides that a company must not, without the prior approval of its shareholders, issue securities if the number of securities issued, or when aggregated with the number of securities issued by the company during the previous 12 months, exceed 15% of the total number of securities on issue at the commencement of that 12 month period.

As the proposed issue of Warrants (which are securities for the purpose of Listing Rule 7.1), if it proceeds as currently planned, will involve the issue of securities constituting in excess of 15% of the total number of Shares on issue in the Company, the approval of the Shareholders of the issue of the Warrants is required under Listing Rule 7.1 before that issue can take place.

Further, by obtaining the prior approval of the Shareholders to the issue of the Warrants, when those Warrants are issued, they will not count within the 15% limit when determining compliance by the Company with Listing Rule 7.1 in the next 12 month period.

Resolution 6 – Approval of issue of Warrants

Listing Rule 7.3 requires the following information concerning the issue of the Warrants under Resolution 7 (if approved) be included in the Notice:

- **Maximum number of securities to be issued or formula for calculating the number of securities the entity is to issue**

The maximum number of Warrants to be issued will be 5,000,000 Warrants.

- **Date by which the entity will issue the securities**

It is expected the Warrants will be issued to private, professional investors identified by the Company and its financial advisers progressively in the three month period immediately following the AGM. In any event, no Warrants will be issued to any person later than three months after the date of the Meeting.

- **The issue price of the securities**

The issue price of each Warrant will be A\$0.08. That amount will be payable on issue of the Warrant. An amount of A\$0.71 is payable on the exercise of the Warrant. The final date for exercise is the date 5 years after the date of issue of the Warrant.

- **Name of allottees (if known) or the basis upon which allottees will be identified or selected**

The Company intends to grant the Warrants to private, professional investors identified by the Company and its financial advisers. None of the persons to be granted Warrants will be a Director (or an associate of a Director) or other related party of the Company (within the meaning of that term in ASX Listing Rule 10.11). Further, it is not intended that the issue of the Warrants will be tied in any respect to the receipt from any person of a particular subscription for Warrants or to the overall level of subscriptions for Warrants.

- **Terms of the securities**

Each Warrant, on issue, will entitle the holder, on the payment of the exercise price (i.e. A\$0.71) on or before the date 5 years after the date of issue of the Warrant, to be issued one new Share.

The principal terms of the Warrants are:

- The final payment date of the Warrants will be the date 5 years after the date of issue.
- The Warrants will not be quoted on ASX (or any other recognized stock exchange).
- A holder of the Warrants may exercise the Warrants at any time before the final payment date by payment to the Company of A\$0.71.
- If any reconstruction of the issued capital of the Company takes place, the terms of the Warrants (in particular, the number of Warrants and /or the exercise price of the Warrants) will be reconstructed in accordance with the ASX Listing Rules such that, after the reconstruction, no Warrant holder is either advantaged or disadvantaged, compared to the holders of Shares, by the reconstruction.
- The Warrants are not assignable or transferrable.
- No performance or other vesting conditions will attach to the Warrants.

Shares issued on the exercise of Warrants will rank equally with all other existing Shares from the date of issue.

- **Intended use of funds raised**

The funds raised by the issue of the Warrants and the amount paid on the exercise of the Warrants, if the Warrant is exercised, will be primarily used by the Company for the purpose of providing additional working capital.

- **Voting exclusion statement**

A voting exclusion statement relating to Resolution 6 is included in the Notice of Meeting.

Effect of Shareholder approval

If Resolution 6 is approved, the Company will be permitted to issue up to 5,000,000 Warrants (at an issue price per Warrant of A\$0.08 and exercisable into one Share on payment of the exercise price of A\$0.71 per Warrant at any time on or before the date 5 years after the date of issue of the Warrant) in the 3 month period following the AGM without impacting the ability of the Company to subsequently issue securities up to the 15% limit in the next 12 month period. The ability of the Company to be able to issue securities without the need for shareholder approval is important as it provides the Company with flexibility and an ability to maximise new initiatives and investment opportunities as and when they arise.

RECOMMENDATION

Your Directors recommend that Shareholders vote in favour of all of the Resolutions.

HOW TO VOTE

To vote on the Resolutions you will need to follow these steps.

EITHER

To be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or any attested copy thereof) must be lodged with the Company:

- by mail to ViaGOLD Capital Limited at:
Av. Xian Xing Hai, Ed. Zhu Kuan (Golden Dragon Centre) 6J-K, Macau; or
Suite 501, 100 Victoria Parade, East Melbourne, Victoria 3002, Australia
- by facsimile to ViaGOLD Capital Limited at:

+ 853 2872 7819 (Macau)

+ 613 9662 4933 (Australia)

Shareholders are urged to return their proxies as soon as possible. To be valid, proxies must be received by **2:30pm (Macau time) on 12th December 2012**, being not later than 48 hours before the time for holding the meeting;

OR

attend the meeting.

The sending of a proxy form will not prevent you from attending and voting at the meeting.

By Order of the Board
Kenneth Kwing Chuen Tang
Company Secretary

Dated: 20th November 2012

PROXY FORM

The Secretary
ViaGOLD Capital Limited
Av. Xian Xing Hai, Ed. Zhu Kuan (Golden Dragon Centre) 6J-K, Macau

I/We _____
(please print)

Of _____
(please print)

being a member(s) of ViaGOLD Capital Limited appoint:

Name of Proxy _____ Address: _____

or, in his /her absence:

Name of Proxy _____ Address: _____

or, if I/we have not nominated a proxy or if the nominee is absent from the meeting, the Chairman of the meeting as my/our proxy to vote on my/our behalf in accordance with the following instructions (or if no instructions are given, as the proxy sees fit) at the 2012 Annual General Meeting of ViaGOLD Capital Limited to be held at 2:30pm (Macau time) on 14th December 2012 and at any adjournment of that meeting.

This proxy is authorised to exercise votes /% of my/our total voting rights.

Directing your Proxy

To instruct your proxy how to vote, insert 'X' in the appropriate column against each item of business set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting. **Please note** - The Chairperson's voting intentions in relation to undirected proxies are to vote in favour of each resolution.

I/We instruct my/our proxy to vote as follows (the resolutions are numbered as in the notice of meeting):

	For	Against	Abstain
1. Approval of financial statements of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of director - Mr James Anthony Wigginton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of director – Mr Yan Wang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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- 4. Appointment of auditor
- 5. Ratification of prior issue of Options
- 6. Approval of issue of Warrants

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box.

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of the resolutions and that votes cast by the Chairman of the meeting for the resolutions (other than as proxy holder) will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

This proxy must be signed by each appointing member (or the member's attorney). Proxies given by a company must be executed in accordance with the constitution of the company giving the proxy or under the hand of a duly authorised attorney of the company.

Dated:

COMMON SEAL	SIGNATURE(S)	NAME (print)

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company by no later than 2:30pm (Macau time) on 12th December 2012.

- by mail to ViaGOLD Capital Limited at:
Av. Xian Xing Hai, Ed. Zhu Kuan (Golden Dragon Centre) 6J-K, Macau or
Suite 501, 100 Victoria Parade, East Melbourne, Victoria 3002, Australia
- or to
- by facsimile to ViaGOLD Capital Limited on:
+ 853 2872 7819 (Macau) / + 613 9662 4933 (Australia)