LIONGOLD CORP

LIONGOLD CORP LTD

(Incorporated in Bermuda)
(Company Registration No. 35500)

NOTICE OF SPECIAL GENERAL MEETING

*Unless otherwise defined or the context otherwise requires, all capitalized terms herein shall bear the same meaning as used in the circular dated 27 October 2015 issued by the Company (the "**Circular**").*

NOTICE IS HEREBY GIVEN that a Special General Meeting of LionGold Corp Ltd (the "**Company**") will be held on Friday, 20 November 2015 at 11.00 a.m. at Multipurpose Room, Level 2, Republic of Singapore Yacht Club, 52 West Coast Ferry Road, Singapore 126887 for the following purpose:

AS SPECIAL BUSINESS

To consider and if thought fit, pass the following resolutions as ordinary and special resolutions, with or without modifications:

SPECIAL RESOLUTION 1:

THE PROPOSED CAPITAL REORGANISATION

RESOLVED that with effect from 20 November 2015 or such date as may be determined by the directors of the Company (the "**Directors**") (the "**Effective Date**"):

(a) the issued and paid-up share capital of the Company be reduced from US$50,533,010.52 divided into 1,263,325,263 Shares of par value US$0.04 each to US$88,432.77 divided into 1,263,325,263 Shares of par value US$0.00007 each as at the Effective Date, by cancelling the paid-up capital of the Company to the extent of US$0.03993 on each of the Shares of par value US$0.04 in issue so that each issued Share of par value US$0.04 each shall be treated as one (1) fully paid-up Share of par value US$0.00007 as at the Effective Date, and any liability of the holder of such Shares to make any further contribution for such Shares shall be treated as satisfied (the "**Proposed Capital Reduction**");

(b) the action in (a) above shall be followed immediately by the alteration of the currency in which the Company's authorised share capital is denominated pursuant to section 45(1)(a)(ii) of the Bermuda Companies Act so that all of the Company's authorised Shares will cease to be denominated in United States dollars and shall be denominated instead in Singapore dollars, each Share to have a nominal par value of S$0.0001 each: to effect this, the aggregate issued and paid-up share capital shall become S$126,332.53 divided into 1,263,325,263 issued Shares of par value S$0.0001 (equivalent to approximately US$0.00007 based on the Exchange Rate) each (the "**Currency Alteration**");

(c) as a result of the Proposed Capital Reduction and the Currency Alteration, the authorised share capital of the Company shall be S$277,720,000 (based on the Exchange Rate) divided into 2,777,200,000,000 Shares of par value S$0.0001 each; and

(d) that subject to and upon the Proposed Capital Reduction taking effect, the amount of US$50,444,577.75 arising from the Proposed Capital Reduction be credited to the contributed surplus account of the Company, to be utilised in accordance with the Bye-Laws and the Bermuda Companies Act for future distributions and other usage, as permitted by the relevant Bermuda laws and regulations at the time the contributed surplus is used and also subject to, amongst others, the availability of sufficient cash flow,

((a), (b), (c) and (d) collectively, the "**Proposed Capital Reorganisation**"); and

(e) the Directors and each of them be and are fully authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve, sign and execute any documents which they in their absolute discretion consider to be necessary, desirable, expedient or appropriate to effect and implement this resolution and to exercise such discretion in connection with, relating to or arising from the Proposed Capital Reorganisation and/or the matters contemplated herein, with such modifications thereto (if any) as they or he may from time to time consider necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Capital Reorganisation.

ORDINARY RESOLUTION 2:

RATIFICATION AND CONFIRMATION OF ALL SHARES ISSUED TO DATE

If and so far as any fully paid Shares have been issued at any time before the date on which this resolution is passed on the basis of a par value that is less than the par value of Shares at the time of issue, the issue of those Shares, which includes but is not limited to the Placement Shares and the Consideration Shares, is hereby ratified and confirmed as validly issued Shares with such ratification to take effect on and from the closing of the meeting at which this resolution is passed.

By Order of the Board
LIONGOLD CORP LTD

Tan Soo Khoon Raymond
Executive Director

27 October 2015

Notes:

1) A shareholder of the Company entitled to attend and vote at the special general meeting ("**SGM**") is entitled to appoint one (1) or two (2) proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.

2) The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Transfer Agent, B.A.C.S. Private Limited at 8 Robinson Road #03-00, Aso Building, Singapore 048544 at least 48 hours before the time fixed for the SGM.

3) The instrument appointing a proxy or proxies must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

4) A Depositor's name must appear on the Depository Register maintained by the Central Depository (Pte) Limited at least 48 hours before the time fixed for holding the SGM in order for the Depositor to be entitled to attend and vote at the SGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, Listing Rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.