# LIONGOLD CORP LTD

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

**ISSUE OF UP TO S$100,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF 2.5% REDEEMABLE CONVERTIBLE BONDS DUE 2018**

- **ISSUE OF 117,647,058 CONVERSION SHARES**

*Unless otherwise defined herein or the context otherwise requires, all capitalised terms herein shall bear the same meanings as ascribed to them in the Company's circular to Shareholders dated 5 April 2016.*

1. The board of directors (the "**Board**") of LionGold Corp Ltd (the "**Company**") refers to the announcements of the Company dated 20 June 2015, 12 August 2015, 17 September 2015, 5 April 2016 and 4 October 2016 in relation to the issue of 2.5% redeemable convertible bonds due 2018 in the aggregate principal amount of up to S$100,000,000 and wishes to announce that the Subscriber has on 20 December 2016 exercised its right to convert two (2) RCBs (Certificate Number: N0125 and N0126) with an aggregate principal value of S$100,000 in accordance with the terms and conditions of the subscription agreement dated 19 June 2015 (as amended by the supplemental agreements dated 5 April 2016 and 4 October 2016). The two (2) RCBs will be converted into 117,647,058 Conversion Shares at the Conversion Price of S$0.00085 per Conversion Share.

2. The Conversion Price of S$0.00085 was determined by taking 85% of the average of the traded volume weighted average price per Share for any three (3) consecutive Trading Days determined at the sole and absolute discretion of the Bondholder, during the 30 Trading Days immediately preceding the relevant Conversion Date, being 20 December 2016. The three (3) consecutive Trading Days and their average of the traded volume weighted average price per Share are as follows:

| **Date** | **Volume Weighted Average Price** |
|---|---|
| 29 November 2016 | S$0.0010 ("**X**") |
| 30 November 2016 | S$0.0010 ("**Y**") |
| 1 December 2016 | S$0.0010 ("**Z**") |

3. As such, the Conversion Price is determined by the following calculation:

$$\text{Conversion Price} = \frac{X + Y + Z}{3} \times 0.85 = \text{S\$0.00085}$$

4. The Conversion Shares shall be issued free from all claims, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to existing Shares, except that the Conversion Shares will not be entitled to any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of allotment and issue of the Conversion Shares. Following the allotment and issuance of the Conversion Shares on 20 December 2016, the issued and paid-up share capital of the Company has increased from 4,286,396,419 Shares to 4,404,043,477 Shares.

5. The Conversion Shares are expected to be listed and quoted on Catalist with effect from 9.00 a.m. on or about 22 December 2016.

6. Please refer to the Company's announcements on 30 October 2015, 2 December 2015, 27 January 2016, 30 March 2016, 4 April 2016, 30 May 2016 and 17 November 2016 for information on the utilisation of net proceeds from the issue of the Tranche 1 RCBs.

**BY ORDER OF THE BOARD**

Tan Soo Khoon Raymond
Executive Director
20 December 2016

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Stamford Corporate Services Pte. Ltd. (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**").*

*The Sponsor has not independently verified the contents of this announcement. This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

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