

LIONGOLD CORP LTD
(Incorporated in Bermuda)
(Company Registration No. 35500)

- (I) **THE PROPOSED SUBSCRIPTION OF UP TO 23,008,044,936 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT THE ISSUE PRICE OF S\$0.001 FOR EACH NEW SHARE**
 - (II) **THE PROPOSED TERMINATION OF THE SUBSCRIPTION AGREEMENT IN RESPECT OF THE ISSUE OF UP TO S\$100,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF 2.5% REDEEMABLE CONVERTIBLE BONDS DUE 2020**
 - (III) **THE PROPOSED GRANT OF OPTIONS TO SUBSCRIBE FOR NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY**
 - (IV) **CORRIGENDUM TO THE CIRCULAR DATED 6 SEPTEMBER 2019**
-

1. INTRODUCTION

The Board of Directors (the “**Board**” or the “**Directors**”) of LionGold Corp Ltd (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to:

- (a) the Company’s announcements dated 28 December 2018, 30 January 2019 and 1 February 2019, 7 June 2019 and 3 September 2019 in relation to the Subscription;
- (b) the Company’s announcement dated 25 March 2019, 28 March 2019 and 7 June 2019 in relation to the Proposed RCB Termination and the Proposed Grant of Options; and
- (c) the Company’s circular to Shareholders dated 6 September 2019 (the “**Circular**”) in relation to, amongst others, the Proposed Yaa Subscription, the Proposed RCB Termination and the Proposed Grant of Options and Issuance of Option Shares.

*The announcements described in paragraphs (a) and (b) above shall be referred to as the “**Announcements**”. Unless otherwise defined herein, all terms and references used in this announcement shall bear the same meaning ascribed to them in the Announcements and/or the Circular.*

2. FURTHER EXTENSION OF LONG-STOP DATE

The Board wishes to announce that the Company and the relevant counterparties have mutually agreed in writing to further extend each of the Subscription Long-Stop Date, the RCB Termination Long-Stop Date and the Options Long-Stop Date from 30 September 2019 to 31 October 2019.

3. CORRIGENDUM TO THE CIRCULAR DATED 6 SEPTEMBER 2019

Pursuant to the terms of the Subscription Agreement and as disclosed in the Circular, the Subscriber will subscribe for, and the Company will allot and issue to the Subscriber, up to 23,008,044,936 Subscription Shares at the Issue Price of S\$0.001 per Subscription Share for the Consideration, which shall be an amount equal to the Outstanding Amount (being the outstanding principal amount and accumulated interest owing by the Company to the Subscriber under the Debt Restructuring Agreement as of the Completion Date). The Consideration will be fully set off against the Outstanding Amount

The Company and the Subscriber have mutually agreed in writing that the Outstanding Amount shall be the outstanding principal amount and accumulated interest owing by the Company to the Subscriber under the Debt Restructuring Agreement as of 30 September 2019 (instead of as at the Completion Date). The Outstanding Amount as at 30 September 2019 will be S\$23,008,044.94. Accordingly, the Subscriber will subscribe for, and the Company will allot and issue to the Subscriber, 23,008,044,936 Subscription Shares at the Issue Price of S\$0.001 per Subscription Share for the Consideration, which shall be an amount equal to the Outstanding Amount.

In the event that there is a shortfall between the Consideration and the outstanding principal amount and accumulated interest owing by the Company to the Subscriber under the Debt Restructuring Agreement as of the Completion Date and following the completion of the Assignment, the Subscriber will waive its right to receive the shortfall amount from the Company and the Company will not be required to allot and issue any additional new Shares to the Subscriber (other than the 23,008,044,936 Subscription Shares) pursuant to the Subscription Agreement.

In view of the above, the Board wishes to clarify that the first paragraph of Section 2.3 of the Circular should be amended as follows:

*“On 28 December 2018, the Company announced that the Company and the Yaa0 Subscriber had entered into the Yaa0 Subscription Agreement pursuant to which the Yaa0 Subscriber will subscribe for, and the Company will allot and issue to the Yaa0 Subscriber, up to 23,008,044,936 Subscription Shares at the Issue Price of S\$0.001 for each Subscription Share for an aggregate consideration (the “**Yaa0 Subscription Consideration**”) which shall be equal to the outstanding principal amount and accumulated interest owing by the Company to the Yaa0 Subscriber under the Debt Restructuring Agreement as of ~~the date of completion of the Proposed Yaa0 Subscription~~ **30 September 2019** which would otherwise be payable by the Company to the Yaa0 Subscriber under the Debt Restructuring Agreement (the “**Outstanding Amount**”) following the completion of the Assignment. The Yaa0 Subscription Consideration will be fully set off against the Outstanding Amount.”*

Additionally, the first paragraph of Section 5 of the Circular shall be amended as follows:

“As detailed in paragraph 2.3, the Yaa0 Subscription Consideration will be fully set off against the Outstanding Amount otherwise payable by the Company to the Yaa0 Subscriber under the Debt Restructuring Agreement following the completion of the Assignment. Following the completion of the allotment and issuance of the Subscription Shares to the Yaa0 Subscriber, the Company shall be deemed to have repaid the Yaa0 Subscriber the Outstanding Amount, being a sum equivalent to the Yaa0 Subscription Consideration, and the Yaa0 Subscriber shall fully release, ~~and~~ discharge and/or waive the Company’s ~~from its~~ payment obligations under the Debt Restructuring Agreement.

Save as disclosed above, all the information in the Circular (including the appendices to the Circular) remains unchanged.

4. TRADING CAUTION

Shareholders are advised to exercise caution in trading their Shares. There is no certainty or assurance as at the date of this announcement that the Subscription, the Proposed RCB Termination and/or the Proposed Grant of Options will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stock brokers, bank

managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Tan Soo Khoon Raymond
Executive Director
27 September 2019

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 announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (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.

*The contact person for the Sponsor is Mr Bernard Lui.
Tel: 6389 3000
Email: bernard.lui@morganlewis.com*