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 529,411,764 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 17 October 2016 exercised its right to convert nine (9) RCBs[1] (Certificate Number: N0111 to N0119) with an aggregate principal value of S$450,000 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 nine (9) RCBs will be converted into 529,411,764 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 17 October 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**
2 September 2016	S$0.0010 ("**X**")
5 September 2016	S$0.0010 ("**Y**")
6 September 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,

[1] Four (4) RCBs (Certificate Number: N0111 to N0114) with an aggregate principal value of S$200,000, and which will be converted into 235,294,117 Conversion Shares, were exercised before the cut-off time for which share certificates had to be delivered to the Central Depository (Pte) Limited (the "**CDP**") for crediting (the "**Cut-off Time**"). The remaining five (5) RCBs (Certificate Number: N0115 to N0119) with an aggregate principal value of S$250,000, and which will be converted into 294,117,647 Conversion Shares, were exercised after the Cut-off Time.

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 17 October 2016, the issued and paid-up share capital of the Company has increased from 3,497,583,951 Shares to 4,026,995,715 Shares.

5. The 235,294,117 Conversion Shares to be issued further to the exercise of four (4) RCBs before the Cut-off Time are expected to be listed and quoted on Catalist with effect from 9.00 a.m. on or about 19 October 2016. The remaining 294,117,647 Conversion Shares to be issued further to the exercise of five (5) RCBs after the Cut-off Time are expected to be listed and quoted on Catalist with effect from 9.00 a.m. on or about 20 October 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 and 30 May 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
17 October 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.

The contact person for the Sponsor is Mr Bernard Lui:
Telephone number: (65) 6389 3000
Email address: bernard.lui@morganlewis.com