

# LIONGOLD CORP

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

Unless otherwise defined or the context otherwise requires, all capitalized terms herein shall bear the same meaning as used in the circular dated 5 April 2016 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 29 April 2016 at 3.00 p.m. at Nautica I, 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 resolution as ordinary resolution, with or without modifications:

### **ORDINARY RESOLUTION:**

#### **THE PROPOSED AMENDMENT TO THE TERMS OF THE SUBSCRIPTION AGREEMENT**

The Company's entry into, execution and performance of the Supplemental Agreement be and is hereby approved, confirmed and ratified and approval be and is hereby given to the Directors:

- (a) to amend the terms of the subscription agreement dated 19 June 2015 (the "**Subscription Agreement**") for the removal of the Minimum Conversion Price;
- (b) to amend the terms of the Subscription Agreement to provide that the maximum aggregate number of Conversion Shares to be issued pursuant to the conversion of the RCBs shall be 33,333,333,333; and
- (c) that any Director be and is hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Proposed Amendment, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this Ordinary Resolution or the transactions contemplated pursuant to or in connection with the Proposed Amendment.

By Order of the Board

**LIONGOLD CORP LTD**

Tan Soo Khoon Raymond  
Executive Director

5 April 2016

### **Notes:**

- (a) If a shareholder being a Depositor (who is not a natural person) whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Cap. 289) of Singapore) wishes to attend and vote at the Special General Meeting, then it should complete the Proxy Form and deposit the duly completed Proxy Form at the office of the Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 8 Robinson Road, #03-00, ASO Building, Singapore 048544, not less than 48 hours before the time appointed for holding the Special General Meeting. A Depositor who is a natural person need not complete the Proxy Form if he/she intends to attend in person.
- (b) If a Depositor wishes to appoint a proxy/proxies, then the Proxy Form must be duly completed and deposited at the office of the Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 8 Robinson Road, #03-00, ASO Building, Singapore 048544, not less than 48 hours before the time appointed for holding the Special General Meeting. A proxy need not be a shareholder.

### **PERSONAL DATA PRIVACY**

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the members' 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 Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Special General Meeting (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.

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts to the personal data privacy terms set out in the Notice of Special General Meeting.