LIONGOLD
CORP

LIONGOLD CORP LTD

(Incorporated in Bermuda on 23 June 2004)
(Company Registration Number: 35500)
(the "**Company**")

NOTICE OF SPECIAL GENERAL MEETING

*Unless otherwise defined, all capitalised terms herein shall bear the same meaning as ascribed to them in the circular dated 5 May 2015 issued by LionGold Corp Ltd (the "**Circular**").*

NOTICE IS HEREBY GIVEN that a Special General Meeting of the Company will be held on 29 May 2015 at 10.00 a.m. at Nautica II & III, Level 2, Republic of Singapore Yacht Club, 52 West Coast Ferry Road, Singapore 126887, for the purpose of considering and, if thought fit, passing (with or without modifications) the following special resolution:

SPECIAL RESOLUTION – THE PROPOSED TRANSFER FROM SGX MAIN BOARD TO THE CATALIST

It is RESOLVED that:

(a) approval be and is hereby given for the Company to transfer its listing from the SGX Main Board to the Catalist; and

(b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or each of them may consider expedient, necessary to give effect to the transactions contemplated and/or authorised by this Resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

[See Explanatory Note (i)]

Explanatory Note:

(i) In the event Shareholders' approval is not obtained and the Company remains listed on the SGX Main Board, the Company will be placed on the watch-list and would have to meet the requirements set out by the SGX-ST to be removed from the watch-list.

By Order of the Board

Tan Soo Khoon Raymond
Executive Director

5 May 2015

Notes:

1. Terms and expressions not defined herein but which are defined in the Circular shall have the same meanings when used herein.
2. A member entitled to attend and vote at the SGM is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf, save that no such limit shall be imposed on the number of proxies appointed by members which are nominee companies. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
3. The Proxy Form must be deposited at the office of the Company's Share Transfer Agent in Singapore, B.A.C.S. Private Limited at 63 Cantonment Road, Singapore 089758, not less than 48 hours before the time fixed for holding the SGM in order to be entitled to attend and to vote at the SGM. The sending of a Proxy Form by a member does not preclude him from attending and voting in person if he finds that he is able to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.
4. A Depositor's name must appear on the Depository Register maintained by CDP as at 48 hours before the time fixed for holding the SGM in order to be entitled to attend and vote at the SGM.
5. The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instruction appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
6. By attending the SGM and/or any adjournment thereof or 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.