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

THE PROPOSED SUBSCRIPTION OF UP TO 21,808,939,540 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT THE ISSUE PRICE OF S$0.001 FOR EACH NEW SHARE

The Board of Directors (the "**Board**") of LionGold Corp Ltd (the "**Company**" and together with its subsidiaries, the "**Group**") refers to the Company's announcements dated 28 December 2018, 30 January 2019, 1 February 2019 and 7 June 2019 in relation to the Subscription (collectively, 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.

The Board wishes to announce that the Securities Industry Council ("**SIC**") has on 5 July 2019 granted a waiver of the requirement under Rule 14 of the Singapore Code on Take-overs and Mergers (the "**Code**") for Yaoo Capital Pte Ltd (the "**Subscriber**") to make a general offer for the Company in the event that it triggers an obligation to do so under Rule 14.1 of the Code as a result of the acquisition of the Subscription Shares in connection with the Subscription, subject to the following conditions:

(i) a majority of holders of voting rights of the Company present and voting at a general meeting, held before the issue of the Subscription Shares, approve by way of a poll, a resolution (the "**Whitewash Resolution**") to waive their rights to receive a general offer from the Subscriber;

(ii) the Whitewash Resolution is separate from other resolutions;

(iii) the Subscriber, parties acting in concert with it and parties not independent of it abstain from voting on the Whitewash Resolution;

(iv) the Subscriber and its concert parties did not acquire or are not to acquire any Shares or instruments convertible into and options in respect of Shares (other than subscriptions for, rights to subscribe for, instruments convertible into or options in respect of new Shares which have been disclosed in the circular):

  (A) during the period between the announcement of the Subscription and the date shareholders' approval is obtained for the Whitewash Resolution; and

  (B) in the 6 months prior to the announcement of the Subscription, but subsequent to negotiations, discussions or the reaching of understandings or agreements with the directors of the Company in relation to the Subscription;

(v) the Company appoints an independent financial adviser to advise its independent shareholders on the Whitewash Resolution;

(vi) the Company sets out clearly in its circular to shareholders:

  (A) details of the Subscription;

  (B) the dilution effect to existing holders of voting rights of the acquisition of the Subscription Shares by the Subscriber;

(C) the number and percentage of voting rights in the Company as well as the number of instruments convertible into, rights to subscribe for and options in respect of Shares held by the Subscriber and its concert parties as at the latest practicable date;

(D) the number and percentage of voting rights to be issued to the Subscriber under the Subscription;

(E) specific and prominent reference to the fact that the acquisition of the Subscription Shares would result in the Subscriber and its concert parties holding shares carrying over 49% of the voting rights of the Company based on its enlarged issued share capital, and the fact that the Subscriber and its concert parties will be free to acquire further Shares without incurring any obligation under Rule 14 to make a general offer for the Company; and

(F) that shareholders, by voting for the Whitewash Resolution, are waiving their rights to a general offer from the Subscriber at the highest price paid by the Subscriber and its concert parties for Shares in the past 6 months preceding the commencement of the offer;

(vii) the circular by the Company to its shareholders states that the waiver granted by the SIC to the Subscriber from the requirement to make a general offer under Rule 14 is subject to the conditions stated at paragraphs (i) to (vi) above;

(viii) the Company obtains SIC's approval in advance for those parts of the circular that refer to the Whitewash Resolution; and

(ix) to rely on the Whitewash Resolution, the approval of the Whitewash Resolution must be obtained within 3 months of the date of the email dated 5 July 2019 from the SIC and the acquisition of the Subscription Shares by the Subscriber must be completed within 3 months of the date of approval of the Whitewash Resolution.

A circular, containing further details on, *inter alia*, the Subscription together with the notice of special general meeting, will be despatched to shareholders in due course.

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 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
5 July 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"). 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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