

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Luir Gold Limited

ABN

ARBN 139 588 926

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Fully paid common shares issued under the Unconditional Placement announced by the Company on 8 February 2013 (Placement Shares) Fully paid common shares to be issued under the entitlement offer described in the ASX Announcement and Investor Presentation lodged with ASX on 8 February 2013 (Entitlement Offer). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 29,366,666 Placement Shares pursuant to the Unconditional Placement 98,715,953 fully paid common shares (Entitlement Shares) pursuant to the Entitlement Offer. |

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| <p>3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p> | <p>Placement Shares: fully paid common shares, which will rank equally with fully paid common shares on Friday, 15 February being the trading day after the Ex Date for the Entitlement Offer announced on 8 February 2013. These shares are not entitled to participate in the Entitlement Offer.</p> <p>Entitlement Shares: fully paid common shares.</p> |
| <p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | <p>Placement Shares: No. These shares will not be entitled to participate in the Entitlement Offer announced on 8 February 2013. These common shares will rank equally with fully paid common shares on Friday, 15 February 2013 being the trading day after the Ex Date for the Entitlement Offer announced on 8 February 2013.</p> <p>Entitlement Shares: Yes, the Entitlement Shares will rank pari passu with the fully paid common shares in Luri Gold Limited currently on issue.</p> |
| <p>5 Issue price or consideration</p> | <p>A\$0.03 per Placement Share or Entitlement Share.</p> |
| <p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p> | <p>The proceeds of the Placement and Entitlement Offer will be applied to the cost of the development of a gold mine at the Company's Dunrobin project and to provide the Company with on-going working capital.</p> |

+ See chapter 19 for defined terms.

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| 6a | <p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p> | No. |
| 6b | The date the security holder resolution under rule 7.1A was passed | Not applicable. |
| 6c | Number of +securities issued without security holder approval under rule 7.1 | Not applicable. |
| 6d | Number of +securities issued with security holder approval under rule 7.1A | Not applicable. |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) | Not applicable. |
| 6f | Number of securities issued under an exception in rule 7.2 | Not applicable. |
| 6g | If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation. | Not applicable. |
| 6h | If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements | Not applicable. |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements | Not applicable. |

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| 7 | Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates | Placement Shares: Friday, 8 February 2013. Entitlement Shares: Tuesday, 19 March 2013. |
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| | | Number | ⁺ Class |
|---|--|---|---|
| 8 | Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in section 2 if applicable) | Placement Shares: 29,366,666 common shares on issue. Common Shares: 296,147,858 common shares on issue, including the Entitlement Shares subject to the effects of rounding. | Common shares with no entitlement to participate in the Entitlement Offer announced on 8 February 2013, to merge with common shares on Friday, 15 February 2013. Fully paid common shares. |

| | | Number | ⁺ Class |
|---|--|---------|--|
| 9 | Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in section 2 if applicable) | 50,000 | Options expiring 7 March 2013, exercise price \$0.40 |
| | | 100,000 | Options expiring 1 April 2015, exercise price \$0.45 |
| | | 100,000 | Options expiring 1 April 2015, exercise price \$0.60 |
| | | 100,000 | Options expiring 1 April 2015, exercise price \$0.85 |
| | | 800,000 | Options expiring 30 June 2015 exercise price \$0.17 |

⁺ See chapter 19 for defined terms.

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| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | Same as for existing fully paid common shares. |
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Part 2 - Bonus issue or pro rata issue

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| 11 | Is security holder approval required? | No. |
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| 12 | Is the issue renounceable or non-renounceable? | Non-renounceable. |
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| 13 | Ratio in which the ⁺ securities will be offered | 1 fully paid common share for every 2 existing fully paid common shares held as at the record date (see item 15 below). |
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| 14 | ⁺ Class of ⁺ securities to which the offer relates | Fully paid common shares. |
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| 15 | ⁺ Record date to determine entitlements | 7.00pm AEST Wednesday, 20 February 2013 |
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| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | No. |
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| 17 | Policy for deciding entitlements in relation to fractions | Where fractions arise in the calculation of shareholders' entitlements under the Entitlement Offer they will be rounded up to the next whole number of the Entitlement Shares. |
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| 18 | Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small> | All countries other than the United Kingdom, Switzerland, Australia and New Zealand. |
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| 19 | Closing date for receipt of acceptances or renunciations | 5.00pm AEST Tuesday, 12 March 2013. |
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| 20 | Names of any underwriters | Euroz Securities Limited is partially underwriting the Entitlement Offer. |
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| 21 | Amount of any underwriting fee or commission | An underwriting fee of 4%, a management fee of 1% of the Underwritten Amount and 2,000,000 options in the Company at an exercise price of \$0.08 per option expiring on 30 June 2015. |
| 22 | Names of any brokers to the issue | Not applicable. |
| 23 | Fee or commission payable to the broker to the issue | Not applicable. |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders | Not applicable. |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting | Not applicable. |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | No prospectus is being produced. An offer document and entitlement and acceptance form will be sent to eligible shareholders on or before Monday, 22 February 2013. |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | Friday, 8 February 2013. |
| 28 | Date rights trading will begin (if applicable) | Not applicable. |
| 29 | Date rights trading will end (if applicable) | Not applicable. |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker? | Not applicable. |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for | Not applicable. |

+ See chapter 19 for defined terms.

the balance?

32 How do +security holders dispose of their entitlements (except by sale through a broker)?

Not applicable.

33 +Despatch date

Tuesday, 19 March 2013.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought Not applicable.

39 Class of +securities for which quotation is sought Not applicable.

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable.

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

Not applicable.

| | | |
|---|-----------------|-----------------|
| | Number | +Class |
| 42 Number and +class of all +securities quoted on ASX (including the securities in clause 38) | Not applicable. | Not applicable. |

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



(Director/Company secretary)

Date: 11th February 2013

Print name: Mike Langoulant

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12

Part 1

| Rule 7.1 – Issues exceeding 15% of capital | |
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| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue | |
| <p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | |
| Subtract the number of fully paid ordinary securities cancelled during that 12 month period | |
| “A” | |

+ See chapter 19 for defined terms.

| | |
|---|---|
| Step 2: Calculate 15% of “A” | |
| “B” | 0.15 <i>[Note: this value cannot be changed]</i> |
| Multiply “A” by 0.15 | |
| Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used | |
| <p>Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | |
| “C” | |
| Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1 | |
| <p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p> | |
| <p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p> | |
| <p>Total [“A” x 0.15] – “C”</p> | <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p> |

+ See chapter 19 for defined terms.

Part 2

| Rule 7.1A – Additional placement capacity for eligible entities | |
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| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| <p>“A”</p> <p><i>Note: number must be same as shown in Step 1 of Part 1</i></p> | |
| Step 2: Calculate 10% of “A” | |
| <p>“D”</p> | <p>0.10</p> <p><i>Note: this value cannot be changed</i></p> |
| <p>Multiply “A” by 0.10</p> | |
| Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used | |
| <p>Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p><i>Notes:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | |
| <p>“E”</p> | |

+ See chapter 19 for defined terms.

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|--|--|
| Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A | |
| <p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p> | |
| <p>Subtract “E”</p> <p><i>Note: number must be same as shown in Step 3</i></p> | |
| <p>Total [“A” x 0.10] – “E”</p> | <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p> |

+ See chapter 19 for defined terms.