

Friday, 8 February 2013

Company Announcements Office
ASX Securities Limited
Level 8, Exchange Plaza
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Perth, WA 6000

LUIRI GOLD LIMITED ARBN 139 588 926– NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001 (CTH) AS MODIFIED BY ASIC CLASS ORDER [CO 08/35]

This notice is given by Luirigold Limited ARBN139 588 926 (Registration No. 46884) (**Company**) under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (**Corporations Act**) as notionally modified by the Australian Securities and Investments Commission Class Order [CO 08/35] *Disclosure relief for rights issues* (**CO 08/35**).

The Company has announced a partially underwritten non-renounceable pro-rata entitlement offer to shareholders with a registered address in the United Kingdom, Switzerland, Australia or New Zealand (**Eligible Shareholders**) of 1 new common share (**Share**) for every 2 Shares held at 7.00pm (AEST) on Monday, 18 February 2013 (**Offer**).

The Company advises that:

1. the Company will offer the Shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
2. this notice is being given under section 708AA(2)(f) of the Corporations Act;
3. as at the date of this notice, the Company has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (b) section 674 of the Corporations Act;
4. as at the date of this notice, there is no "excluded information" within the meaning of sections 708AA(8) and 708AA(9) of the Corporations Act; and
5. the potential effect that the issue of the Shares will have on the control of the Company and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings, as follows:

- (a) if all Eligible Shareholders take up their entitlements under the Offer, the Offer is not likely to have significant effect on the control of the Company;
- (b) the percentage shareholding interests of shareholders with registered addresses outside the United Kingdom, Switzerland, Australia and New Zealand will be diluted because those shareholders are not entitled to participate in the Offer;
- (c) if Eligible Shareholders do not take up all of their entitlements under the Offer, the percentage shareholding interests of those Eligible Shareholders may be diluted;
- (d) if there is a shortfall under the Offer, Euroz Securities Limited (**Euroz**) will be required to take up 28,633,333 of the shortfall Shares under the terms of the underwriting agreement entered into between the Company and Euroz. Robert Brown may be required to subscribe for up to 6,666,667 of those Shares under the terms of the sub-underwriting arrangements between Mr Brown and Euroz (**Underwriting and Sub-underwriting Arrangements**);
- (e) should no Eligible Shareholders take up their entitlement, then up to a maximum of 28,633,333 Shares will be issued to Euroz and up to 6,666,667 of those Shares will be issued to Robert Brown under the terms of the Underwriting and Sub-underwriting Arrangements;
- (f) the potential effect on the control of the Company as a result of the partial underwriting of the Entitlement Offer by Euroz, is not likely to effect control of the Company; and
- (g) the potential effect on the control of the Company as a result of Mr Brown taking up the full amount of his sub-underwriting commitment is that the number of Shares held by Mr Brown will increase from 5,365,000 Shares to 12,031,667 Shares and the voting power of Mr Brown will increase from 2.72% to 3.7%.

On behalf of the Board of Directors of the Company,



Mike Langoulant
Director and Company Secretary
Luirigold Limited

For further information please contact:

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About Luir Gold Ltd

Luir Gold Limited is a gold exploration and development company that holds 2 mining licences in Zambia that cover the historic Dunrobin and Matala gold deposits. Coffey Mining Pty Ltd of Perth have estimated the current gold resource at the Matala and Dunrobin deposits to be a combined (Measured, Indicated plus Inferred) resource of 10.53 million tonnes at 2.2 g/t Au, for 760,000 ounces of gold reported at a cut-off of 1.0 g/t. Refer to the below table.

Luir Hill Gold Project				
Summarized Resource Estimate Reported at 1 g/t Gold Cut-Off				
Matala Deposit				
	Lower Cut-Off Grade (g/t Au)	Tonnes (000's)	Average Grade (g/t Au)	Ounces (000's)
Indicated	1.0	3,204	2.7	278
Inferred	1.0	4,525	2.0	290
Dunrobin Deposit				
	Lower Cut-Off Grade (g/t Au)	Tonnes (000's)	Average Grade (g/t Au)	Ounces (000's)
Measured	1.0	978	2.6	81
Indicated	1.0	1,063	2.0	69
Inferred	1.0	763	1.8	43
Matala and Dunrobin Deposits Combined				
	Lower Cut-Off Grade (g/t Au)	Tonnes (000's)	Average Grade (g/t Au)	Ounces (000's)
Measured	1.0	978	2.6	81
Indicated	1.0	4,267	2.5	347
Inferred	1.0	5,288	2.0	332

Competent Persons

The information in this Announcement that relates to both the Dunrobin and Matala Mineral Resources is based on information compiled or supervised by Mr Ingvar Kirchner who is a Fellow of the Australasian Institute of Mining and Metallurgy and a Member of the Australian Institute of Geoscientists. Mr Kirchner is employed by Coffey Mining and has reviewed this Announcement and consents to the inclusion, form and context of the relevant information herein as derived from the original resource reports. Mr Kirchner has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which is being undertaken to qualify as Competent Persons as defined in the 2004 Edition of the JORC 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.'

The technical exploration and mining information contained in this Announcement has been reviewed and approved by Mr C White B Sc (Hons) in Applied Geology, General Manager for Luir Gold Limited. Mr White has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity to which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.' Mr White is an Employee of Luir Gold Limited and is a Member of the Institute of Materials, Minerals and Mining. Mr White consents to the inclusion in this Announcement of such information in the form and context in which it appears.

Annexure

Key dates for the Entitlement Offer

Event	Business Day	Date
Announcement Date – Lodge Appendix 3B and letter to Optionholders	0	Pre Market Friday, 8 February 2013
Notice sent to Shareholders	1	Monday, 11 February 2013
Ex Date	2	Tuesday, 12 February 2013
Record Date for the Entitlement Offer	6	7.00pm AEST Monday, 18 February 2013
Entitlement Offer opens	9	Thursday, 21 February 2013
Entitlement Offer closes	20	5.00pm AEST Friday, 8 March 2013
New Shares issued under the Entitlement Offer commence trading on ASX on a deferred settlement basis	22	Tuesday, 12 March 2013
Notify ASX of any Shortfall	22	Tuesday, 12 March 2013
Despatch Date - New Shares are allotted and issued	25	Friday, 15 March 2013
New Shares issued under the Entitlement Offer commence trading on ASX on a normal settlement basis	26	Monday, 18 March 2013

Note: Dates and times are indicative only and subject to change. The commencement of quotation of new Shares is subject to confirmation from ASX.

Luirigold and the Underwriter reserve the right, subject to the Corporations Act, ASX Listing Rules and other applicable laws, to vary the dates of the Entitlement Offer, including extending the Entitlement Offer or accepting late applications, either generally or in particular cases, without notice. You cannot, in most circumstances, withdraw the application once it has been accepted. No cooling off rights apply to the Entitlement Offer.