

LUIRI GOLD LIMITED
EXEMPT COMPANY NO. 46884
ARBN 139 588 926

NOTICE OF ANNUAL GENERAL MEETING
and
EXPLANATORY MEMORANDUM

Date of Meeting: Wednesday, 22 May 2013
Time of Meeting: 9.00 am
Place of Meeting: Clarendon House
2 Church Street
Hamilton
Bermuda

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

LUIRI GOLD LIMITED
EXEMPT COMPANY NO. 46884

ARBN 139 588 926

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Luiri Gold Limited ARBN 139 588 926 ("**Company**") will be held at Clarendon House, 2 Church Street, Hamilton, Bermuda at 9.00am on Wednesday, 22 May 2013.

The Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting describes the various matters to be considered and contains a glossary of defined terms for terms that are not defined in full in this Notice of Annual General Meeting (this "Notice").

AGENDA

CHAIRMAN

To appoint a chairman of the meeting.

NOTICE AND QUORUM

To confirm notice and quorum.

ANNUAL FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Financial Report, the Directors' Report and Auditor's Report for the Company and its controlled entities for the period ended 31 October 2012.

RESOLUTIONS

1. Re-election of Mr Robert Brown as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That Mr Robert Brown, who retires by rotation in accordance with the Bye-laws and being eligible, offers himself for re-election, be re-elected as a Director to serve until his appointment is otherwise terminated in accordance with the Bye-laws."

2. Appointment of auditor

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, in accordance with the Bye-laws, HLB Mann Judd of Perth, Western Australia, be appointed as auditor of the Company until a successor is appointed at a fee to be agreed by the Directors."

3. Ratification of a Past Share Issue

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 29,366,666 Shares in the Company to certain clients of Ocean

Equities Limited on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the placement and their associates. However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

(b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. Authority to Issue Shares to the Shakumbila Trust

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 10,000,000 Shares in the Company to the Shakumbila Trust, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by the Shakumbila Trust and by any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed, and by any of their associates. However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

(b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. Authority to Issue Shares to Shukran GMBH

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 3,000,000 Shares in the Company to Shukran GMBH on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Shukran GMBH and by any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed, and by any of their associates. However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

(b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. Authority to Issue Shares to Portico Investments Limited

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 3,000,000 Shares in the Company to Portico Investments Limited on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Portico Investments Limited and by any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed, and by any of their associates. However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

(b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. Authority to Issue Shares to a Director - Melissa Sturgess

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 10.11 and for all other purposes, approval is given by the Shareholders for Ms Sturgess, a director of the Company, or her nominee, to be issued 6,666,667 Shares at an issue price of \$0.03 as set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Ms Sturgess and her associates. However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

(b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. Authority to Issue Shares to a Director - Michael Langoulant

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 10.11 and for all other purposes, approval is given by the Shareholders for Mr Langoulant, a director of the Company, or his nominee, to be issued 2,000,000 Shares at an issue price of \$0.03 as set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Langoulant and his associates. However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

(b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9. Grant of Options to Euroz Securities Limited

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the grant of up to 2,000,000 Options (each to subscribe for one fully paid common share in the capital of the Company at an exercise price of \$0.08 exercisable on or before 30 June 2015) to Euroz Securities Limited, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Euroz Securities Limited and by any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed, and by any of their associates. However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

(b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

10. Approval of 10% Placement Facility

To consider, and if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed (and any associates of such a person). However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

BY ORDER OF THE BOARD

Michael Langoulant
Company Secretary
Dated: 19 April 2013

LUIRI GOLD LIMITED
EXEMPT COMPANY NO. 46884

ARBN 139 588 926

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be considered at the Annual General Meeting of Shareholders to be held at Clarendon House, 2 Church Street, Hamilton, Bermuda at 9.00am on Wednesday, 22 May 2013.

The Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting. For the assistance of Shareholders, a glossary of defined terms is included at the end of this Explanatory Memorandum.

Full details of the business to be considered at this Annual General Meeting are set out below.

Annual financial statements and reports

The Companies Act requires Directors to lay the annual financial statements, directors' Report and auditor's Report before the Company in general meeting.

There is no requirement for the Shareholders to vote on and approve the annual financial statements. However, Shareholders will be given an opportunity to ask questions and make comments about the annual financial statements or the Company generally but there will be no formal resolution submitted to the Meeting in respect of it.

1. Resolution 1 - Re-election of Mr Robert Brown a Director

It is a requirement under the Company's Bye-Laws that Mr Robert Brown retires by rotation at the Annual General Meeting. Mr Brown, being eligible for re-election pursuant to the Bye-law 49.5, offers himself for re-election.

The Directors recommend to Shareholders that Mr Brown be re-elected.

2. Resolution 2 – Appointment of Auditor

Section 89(2) of the Companies Act provides that an auditor shall hold office until a successor is appointed by the members of the company or, if the members fail to do so, until the directors appoint a successor. In addition Section 89(6) of the Companies Act provides that the remuneration of an auditor appointed by members shall be fixed by the members or by the Directors, if they are authorised to do so by the members.

HLB Mann Judd is currently the Company's auditors. If Resolution 2 is passed, HLB Mann Judd will be appointed the Company auditors until a successor is appointed, at a fee to be agreed by the Directors. The Directors recommend that HLB Mann Judd be re-appointed the auditors of the Company at a fee to be fixed by the Directors.

3. Resolution 3 – Ratify a Past Placement

Resolution 3 seeks ratification by Shareholders of the issue of 29,366,666 Shares at an issue price of \$0.03 to certain professional and sophisticated investor clients of Ocean Equities Limited ("Placement").

The purpose of seeking Shareholder approval and ratification of the issue of the Shares in Resolution 3 is to effectively reinstate the maximum limit under the Listing Rules of the number of Shares that the Company may issue in any 12 month period without Shareholder approval.

The Directors believe that it is in the best interests of the Company to maintain the ability to issue up to its full placement capacity to allow the Company to take advantage of commercial opportunities that may arise in the course of its activities as and when those opportunities arise.

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided to Shareholders to enable them to consider and ratify the issue of the Shares in Resolution 3:

- (a) The number of Shares allotted was 29,366,666.
- (b) The Shares were issued at \$0.03 per Share.
- (c) The Shares are fully paid common shares and rank equally with all existing Shares.
- (d) A total of approximately \$881,000 (less issue costs) was raised by the Placement.
- (e) The Company intends to use the funds raised pursuant to the Placement to advance development of the Dunrobin gold project and for general working capital.
- (f) The Shares were issued to professional and sophisticated investor clients of Ocean Equities Limited. The allottees are not related parties of the Company.

The Directors recommend Shareholders vote in favour of Resolution 3.

4. Resolutions 4 to 6 – Approve Share Issues

Resolutions 4 to 6 seek Shareholder approval for the allotment and issue of up to 16,000,000 Shares, to satisfy certain Company contractual obligations. (Refer to the Company's ASX announcement dated 4 February 2013).

Listing Rule 7.1 provides that a company must not, without prior approval of shareholders and subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolutions 4 to 6 will be to allow the Directors to issue the relevant Shares pursuant to those resolutions without utilising the Company's 15% annual placement capacity under Listing Rule 7.1.

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to the proposed Share issue to the Shakumbila Trust in accordance with Resolution 4:

- (a) The maximum number of Shares to be issued is 10,000,000 Shares.
- (b) The Shares will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver of the Listing Rules) and it is intended that they be issued on one date.
- (c) The deemed issue price of the Shares calculated to satisfy the Company's contractual obligations was \$0.0448 per Share.
- (d) The Shares will be issued to the Shakumbila Trust, a not-for-profit community entity.
- (e) The Shares will be fully paid common shares and rank equally with all existing Shares.
- (f) No funds will be raised by the issue of the Shares pursuant to Resolution 4, however the issue of Shares by the Company satisfies a contractual obligation of the Company

to assist Senior Chief Shakumbila as trustee of the Shakumbila Trust to establish and fund a community trust for the benefit of those communities in the vicinity of the Company's exploration tenements.

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to the proposed Share issue to Shukran GBMH in accordance with Resolution 5:

- (a) The maximum number of Shares to be issued is 3,000,000 Shares.
- (b) The Shares will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver of the Listing Rules) and it is intended that they be issued on one date.
- (c) The deemed issue price of the Shares calculated to satisfy the Company's contractual obligations was \$0.03 per Share.
- (d) The Shares will be fully paid common shares and rank equally with all existing Shares.
- (e) The Shares will be issued to Shukran GBMH, an international consulting firm.
- (f) No funds will be raised by the issue of the Shares pursuant to Resolution 5, however the issue of Shares by the Company satisfies a contractual obligation to Shukran GBMH in full settlement of all their future fees and expenses under a services and strategic relationship agreement.

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to the proposed Share issue to Portico Investments Limited in accordance with Resolution 6:

- (a) The maximum number of Shares to be issued is 3,000,000 Shares.
- (b) The Shares will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver of the Listing Rules) and it is intended that they be issued on one date.
- (c) The deemed issue price of the Shares calculated to satisfy the Company's contractual obligations was \$0.03 per Share.
- (d) The Shares will be fully paid common shares and rank equally with all existing Shares.
- (e) The Shares will be issued to Portico Investments Limited, an international consulting firm.
- (f) No funds will be raised by the issue of the Shares pursuant to Resolution 6, however the issue of Shares by the Company satisfies a contractual obligation to Portico Investments Limited in full settlement of all their future fees and expenses under a services and strategic relationship agreement.

The Directors recommend Shareholders vote in favour of Resolutions 4 to 6.

5. Resolutions 7 & 8 – Approve an Issue of Shares to Directors

Listing Rule 10.11 generally provides that Directors may not be issued any securities in the Company without the approval of Shareholders.

Resolutions 7 & 8 seek Shareholder approval in accordance with Listing Rule 10.11 for two of the Company's directors, namely Melissa Sturgess and Michael Langoulant (**Recipient Directors**) to each be issued Shares in the Company at the same price as the recently completed Placement and Entitlements Offer, being \$0.03 per Share. (Refer to the Company's ASX announcement of 14 March 2013).

Each of the Recipient Directors has a personal interest in one of Resolutions 7 and 8. Accordingly, they do not consider it appropriate for them to make a recommendation to Shareholders in relation to these Resolutions. In accordance with the disclosure requirements of Listing Rule 10.13, the following information is provided in relation to the proposed Share issues to the Recipient Directors in accordance with Resolutions 7 and 8:

- (a) The maximum number of Shares to be issued to Melissa Sturgess is 6,666,667 Shares and the maximum number of Shares to be issued to Michael Langoulant is 2,000,000 Shares.
- (b) The Shares will be issued no later than 1 month after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver of the Listing Rules).
- (c) The issue price of the Shares will be \$0.03 per Share, being the same price as the recently completed placement and Entitlement Offer.
- (d) The Shares will be fully paid common shares and rank equally with all existing Shares.
- (e) The Company intends to use the funds raised pursuant to the issue of Shares to the Recipient Directors to advance development of the Dunrobin gold project and for general working capital.

6. Resolution 9 – Grant of Options to Euroz Securities Limited

Resolution 9 seeks Shareholder approval for the allotment and issue of up to 2,000,000 Options to Euroz Securities Limited as part consideration for the underwriting of the Company's recent Entitlement Offer.

Listing Rule 7.1 provides that a company must not, without prior approval of shareholders and subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 9 will be to allow the Directors to issue the Options to Euroz Securities Limited during the period of 3 months after the date of the Meeting (or a longer period, if allowed by ASX), without utilising the Company's 15% annual placement capacity.

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of Options as contemplated by Resolution 9:

- (a) The maximum number of Options to be issued is 2,000,000.
- (b) The Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by the Listing Rules) and it is intended that they be issued on one date.

- (c) The Options will be issued for nil cash consideration (as they are being issued as part consideration for the services provided by Euroz Securities Limited under the Underwriting Agreement entered into by the Company in connection with the recent Entitlement Offer. Hence no funds will be raised by the grant of the Options.
- (d) The Options will be allotted and issued to Euroz Securities Limited exercisable on or before 30 June 2015 at an exercise price of \$0.08.
- (e) The Options will be granted on the terms and conditions set out in the Schedule to this Explanatory Memorandum.

The Directors recommend Shareholders vote in favour of Resolution 9.

7. Resolution 10 – Approval of 10% placement capacity

7.1 Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution for the Board to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

The Company may use the 10% Placement Facility to advance development of the Dunrobin project, to progress its Zambian exploration assets, acquire new resource assets or investments and/or for general working capital.

The Directors of the Company believe that Resolution 10 is in the best interests of the Company and recommend that Shareholders vote in favour of this Resolution.

7.2 Description of ASX Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of this Notice of Meeting, has on issue two classes of Equity Securities, being common shares and options. The number of common shares currently on issue is 256,035,904 Shares and 21,100,000 Options.

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- a. plus the number of Shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
 - b. plus the number of partly paid Shares (that became fully paid in the 12 months);
 - c. plus the number of Shares issued in the 12 months with approval of Shareholders under ASX Listing Rules 7.1 and 7.4. This does not include an issue of Shares under the entity's 15% placement capacity without shareholder approval;
 - d. less the number of Shares cancelled in the 12 months.
 - e. Note that A is has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.
- D** is 10%
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rule 7.1 or 7.4.

(d) ASX Listing Rules 7.1 and 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

At the date of this Notice (and assuming all resolutions are passed at the Meeting), the Company has a capacity to issue:

- (i) 42,105,000 Equity Securities under ASX Listing Rule 7.1; and
- (ii) 28,070,000 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to paragraph 7.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price (**VWAP**) of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph 7.2(e)(i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or

- (ii) the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (**10% Placement Period**).

7.3 ASX Listing Rule 7.1A

The effect of Resolution 10 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 10 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

7.4 Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph 7.4(a)(i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 10 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this Notice and assuming all Resolutions put to this meeting are approved.

The table also shows:

- (iii) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (iv) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

| Variable 'A' in ASX Listing Rule 7.1A.2 | | Dilution | | |
|--|----------------------------|--|------------------------|--|
| | | \$0.013 50% decrease in Issue Price | \$0.025 Issue Price | \$0.05 100% increase in Issue Price |
| Current Variable 'A' 280,702,570 Shares | 10% voting dilution | 28,070,000 Shares | 28,070,000 Shares | 28,070,000 Shares |
| | Funds raised | \$351,000 | \$702,000 | \$1,404,000 |
| 50% increase in current Variable 'A' 421,053,855 Shares | 10% voting dilution | 42,105,000 Shares | 42,105,000 Shares | 42,105,000 Shares |
| | Funds raised | \$526,000 | \$1,053,000 | \$2,105,000 |
| 100% increase in current Variable 'A' 561,405,140 Shares | 10% voting dilution | 56,140,000 Shares | 56,140,000 Shares | 56,140,000 Shares |
| | Funds raised | \$702,000 | \$1,404,000 | \$2,807,000 |

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (iv) The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
 - (v) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (vi) The issue price is \$0.025, being the closing price of the Shares on ASX on 16 April 2013.
 - (vi) That all Resolutions proposed at this Meeting are passed and that all proposed share issues occur. In addition it is assumed that no options are exercised.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 10 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of the new resources assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or

- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

- (e) The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.
- (f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Schedule – Terms and Conditions of Options

The terms and conditions of the Options referred to in Resolution 8 are regulated by the Bye-Laws, the Companies Act, the Listing Rules and general law.

The terms and conditions of the Options are as follows:

- a. Each Option entitles the holder to acquire one fully paid common Share in the Company.
- b. The expiry date of the Options is 5.00pm (WST) on 30 June 2015 (**Expiry Date**).
- c. The exercise price of the Options is \$0.08 per Option.
- d. Each Option may be exercised at any time prior to the Expiry Date by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum of \$0.08 per Option exercised.
- e. The Options are not transferable without the prior written approval of the Board.
- f. The Options will not be quoted on ASX.
- g. Option holders shall be permitted to participate in new issues of securities on the prior exercise of Options in which case the Option holders shall be afforded the period of at least seven (7) Business Days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Option.
- h. Shares issued on the exercise of Options will be issued not more than seven (7) Business Days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued common Shares of the Company in all respects. If the Company is listed on ASX it will, pursuant to the exercise of an Option, apply to ASX for quotation of the Shares issued as a result of the exercise, in accordance with the Listing Rules.
- i. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option holder will be changed to the extent necessary to comply with the Listing Rules.
- j. If there is a bonus issue of Shares to Shareholders, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
- k. In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities of the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

GLOSSARY OF TERMS

The following terms and abbreviations used in the Notice of Annual General Meeting and this Explanatory Memorandum have the following meanings "\$" means Australian dollar.

"\$" means Australian dollars

"**10% Placement Facility**" has the meaning given in section 7.1.

"**10% Placement Period**" has the meaning given in Section 7.2(f)(ii).

"**ASX**" means ASX Limited, or the stock exchange conducted by ASX, as the context requires

"**Board**" means the board of Directors of the Company.

"**Bye-laws**" mean the Bye-laws of the Company as amended from time to time

"**Chair**" or "**Chairman**" means the person appointed to chair the Meeting convened by this Notice.

"**Company**" means Luri Gold Limited ARBN 32 139 588 926

"**Companies Act**" means the Company Act 1981 of Bermuda as amended from time to time.

"**Directors**" mean the directors of the Company from time to time.

"**Equity Securities**" has the meaning given in Chapter 19 of the ASX Listing Rules

"**Explanatory Memorandum**" means the explanatory memorandum that accompanies and forms part of this Notice.

"**Listing Rule**" means a Listing Rule of ASX Limited.

"**Meeting**" or "**Annual General Meeting**" means the annual general meeting of Shareholders of the Company convened by this Notice.

"**Notice**" or "**Notice of Annual General Meeting**" means the notice of annual general meeting which accompanies this Explanatory Memorandum.

"**Option**" means an option to acquire a Share.

"**Proxy Form**" means the proxy form attached to this Notice.

"**Resolution**" means a resolution referred to in the Notice.

"**Schedule**" means the Schedule to this Explanatory Memorandum.

"**Share**" means a common share of US0.01 par value in the Company.

"**Shareholder**" means a registered holder of Shares.

"**Trading Day**" means a day determined by ASX to be a trading day in accordance with the Listing Rules.

"**VWAP**" has the meaning given in section 7.2(c).

"**WST**" means Western Standard Time in Western Australia.

PROXY AND VOTING ENTITLEMENT INSTRUCTIONS

PROXY INSTRUCTIONS

Shareholders are entitled to appoint up to two individuals or bodies corporate to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at or sent by facsimile transmission to the Company Secretary's office, **Suite 2, 5 Ord Street, West Perth WA 6005, +61 8 9324 2977**, not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual or body corporate named in the proxy form proposes to vote.

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Company's Bye-Laws.

The proxy may, but need not, be a Shareholder of the Company.

In the case of Shares jointly held by two or more persons, all joint holders must sign the proxy form.

A proxy form is attached to this Notice.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 5.00pm (WST) on, Monday 20 May 2013. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

LUIRI GOLD LIMITED
EXEMPT COMPANY NO. 46884
ARBN 139 588 926

PROXY FORM

The Company Secretary

Luir Gold Limited, Suite 2, 5 Ord Street, West Perth WA 6005,

Facsimile +61 8 9324 2977

I/We _____

of _____

being a Shareholder/(s) of Luir Gold Limited ("**Company**") and entitled to

_____ Shares in the Company

hereby appoint _____

of _____

or failing him/her/it _____

of _____

or failing him/her/it the Chairman as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the Clarendon House, 2 Church Street, Hamilton, Bermuda at 9.00am on Wednesday, 22 May 2013 and at any adjournment thereof in respect of _____ of my/our Shares or, failing any number being specified, **ALL** of my/our Shares in the Company.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is []%.
(An additional proxy form will be supplied by the Company on request.)

If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on a Resolution, the proxy may abstain or vote at his/her/its discretion.

In relation to undirected proxies, the Chairman intends to vote in favour of all of the Resolutions.

I/we direct my/our proxy to vote as indicated overleaf:

