

**LUIRI GOLD LIMITED**  
**EXEMPTED COMPANY NO. 46884**  
**ARBN 139 588 926**

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**NOTICE OF ANNUAL GENERAL MEETING**  
**and**  
**EXPLANATORY MEMORANDUM**

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Date of Meeting: Friday, 12 June 2015  
Time of Meeting: 9.30am  
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**  
**EXEMPTED COMPANY NO. 46884**

**ARBN 139 588 926**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the annual general meeting of shareholders of Luiiri Gold Limited (Exempted Company 46884 and ARBN 139 588 926) (**Company** or **Luiiri**) will be held at Clarendon House, 2 Church Street, Hamilton, Bermuda at 9.30am on Friday, 12 June 2015.

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**).

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**AGENDA**

**APPOINTMENT OF CHAIRMAN OF THE MEETING**

**CONFIRMATION OF NOTICE AND QUORUM**

**ANNUAL FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the annual financial statements, the directors' report and auditor's report for the Company and its controlled entities for the period ended 31 December 2014.

**RESOLUTIONS**

**1. RE-ELECTION OF MR PETER HAWKINS AS A DIRECTOR**

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

*"That Mr Peter Hawkins, who was appointed during the year, retires at the Meeting 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. RE-ELECTION OF MRS ANGELA PANKHURST AS A DIRECTOR**

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

*"That Mrs Angela Pankhurst, who was appointed during the year, retires at the Meeting and being eligible, offers herself for re-election, be re-elected as a Director to serve until her appointment is otherwise terminated in accordance with the Bye-laws."*

### **3. REDUCTION OF SHARE CAPITAL**

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

*"That, with effect from 12 June 2015 ("the Effective Date"):*

- i) the Company's authorized share capital be reduced from US\$600,000,000 divided into 60,000,000,000 shares of par value US\$0.01 each to US\$60,000,000 divided into 60,000,000,000 shares of par value US\$0.001 each, by reducing the par value of each authorized share from US\$0.01 per share to US\$0.001 per share;*
- ii) the Company's issued share capital be reduced from US\$3,267,025.71 divided into 326,702,571 shares of par value US\$0.01 each to US\$326,702.571 divided into 326,702,571 shares of par value US\$0.001 each, by reducing the par value of each authorized share from US\$0.01 per share to US\$0.001 per share (the "Reduction of Issued Capital");*
- iii) the surplus resulting from the Reduction of Issued Capital be credited to the contributed surplus account of the Company, such surplus being an amount that is in excess of the capital requirements of the Company; and,*
- iv) any liability of the holder of shares in the Company prior to the Reduction of Issued Capital to pay subscription amounts in excess of US\$0.001 per share be and is hereby extinguished."*

### **4. ELECTION OF MR STUART MURRAY AS A DIRECTOR**

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

*"That Mr Stuart Murray, who offers himself for election, elected as a Director to serve until his appointment is otherwise terminated in accordance with the Bye-laws."*

### **5. AUTHORITY TO ISSUE SHARES TO A DIRECTOR – STUART MURRAY**

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

*"Subject to the passing of Resolution 3 and on or after the Effective Date, that for the purposes of Listing Rule 10.11 and for all other purposes, approval is given by the Shareholders for Mr Stuart Murray's nominee, Zero Nominees Pty Ltd to be issued 90,000,000 Shares (of par value US\$0.001 each) on the terms and conditions as set out in the Explanatory Memorandum."*

#### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Mr Murray his nominee 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.

## 6. AUTHORITY TO ISSUE SHARES

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

*"Subject to the passing of Resolution 3 and on or after the Effective Date, that for the purposes of Listing Rule 7.1 and for all other purposes, approval is given by the Shareholders for N&J Mitchell Holdings Pty Ltd <The Mitchell Unit Trust> and Zero Nominees Pty Ltd to be issued 16,667,000 Shares (of par value US\$0.001 each) on the terms and conditions as set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shareholder if the resolution is passed, 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.

## 7. AUTHORITY TO ISSUE SHARES TO A DIRECTOR – ROBERT BROWN

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

*"Subject to the passing of Resolution 3 and on or after the Effective Date, that for the purposes of Listing Rule 10.11 and for all other purposes, approval is given by the Shareholders for Beach Corporation Pty Ltd, a related party of Chairman Robert Brown, to be issued 20,833,500 Shares (of par value US\$0.001 each) on the terms and conditions as set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Beach Corporation Pty Ltd, Mr Brown 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.

## 8. AUTHORITY TO ISSUE SHARES TO A DIRECTOR – PETER HAWKINS

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

*"Subject to the passing of Resolution 3 and on or after the Effective Date, that for the purposes of Listing Rule 10.11 and for all other purposes, approval is given by the Shareholders for Boronia Investments Pty Ltd, a related party of Director Peter Hawkins, to be issued 6,219,180 Shares (of par value US\$0.001 each) on the terms and conditions as set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Boronia Investments Pty Ltd, Mr Hawkins 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.

**BY ORDER OF THE BOARD**



**Angela Pankhurst**  
**Director and Secretary**  
**Dated: 13 May 2015**

# LUIRI GOLD LIMITED

EXEMPTED 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 9.30am on 12 June 2015.

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.

### 1. 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 annual 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 the annual financial statements.

### 2. RESOLUTIONS 1 & 2 – RE-ELECTION OF DIRECTORS, MR HAWKINS & MRS PANKHURST

Mr Peter Hawkins and Mrs Angela Pankhurst were appointed as Directors in September 2014 pursuant to bye-law 52.2 of the Bye-laws, following the resignation of two (2) Directors.

Under ASX Listing Rule 14.4, a Director appointed to fill a vacancy holds office until the next annual general meeting and then is eligible for re-election.

Mr Peter Hawkins offers himself for election as a Director of the Company. Peter Hawkins has had more than 35 years corporate experience, having held numerous managing director or partner positions within the stockbroking discipline. Mr Hawkins has been a member of the ASX since 1970 and in the past, a chairman of the Stock Exchange of Perth Ltd, a member of the ASX national committee and a past deputy chairman of the West Australian TAB. Mr Hawkins is a non-executive director of Resource Equities Limited.

Mrs Angela Pankhurst offers herself for election as a Director of the Company. Angela Pankhurst (MAICD) has over ten years' experience as an executive and non-executive director primarily in the mining industry. She has held senior executive and company secretarial roles for companies with projects in Kazakhstan, Nigeria, Vietnam and Australia. She was Managing Director of Central Asia Resources Limited during the development of its first gold mine and processing facility. Ms Pankhurst is a non-executive director of PanTerra Gold Limited.

**Recommendations:** The Board (excluding Mr Hawkins) unanimously recommends that Shareholders vote in favour of adopting Resolution 1.

The Board (excluding Mrs Pankhurst) unanimously recommends that Shareholders vote in favour of adopting Resolution 2.

### 3. RESOLUTION 3 – REDUCTION OF SHARE CAPITAL

The Company, as an exempted company incorporated in Bermuda, is subject to the Companies Act. Under Bermuda law, shares may not be issued for consideration which is below their par value.

In order to provide the Company with the ability to issue additional shares below the current par value of US\$0.01 per Share, the Directors wish to seek Shareholder approval a reduction of the Company's share capital.

Pursuant to Resolution 3, the par value of the Company's common shares (both issued and unissued) will be reduced from US\$0.01 to US\$0.001 per share.

Shareholders should note that if Resolution 3 is approved, the proposed capital reduction will not change the number of issued Shares, or the percentage interest held by each Shareholder. All Shares on issue and those issued in the future will have a par value of US\$0.001 and will each rank pari passu in all respects with each other. Approval of Resolution 3 will have no effect on the underlying assets, business operations, management or financial position of the Company.

The proposed capital reduction will not result in a return of any share capital or other assets to Shareholders. Any capital cancelled will be credited to the contributed surplus of the Company.

**Recommendation:** The Board unanimously recommends that Shareholders vote in favour of adopting Resolution 3.

### 4. RESOLUTION 4 – ELECTION OF A DIRECTOR, MR STUART MURRAY

Under bye-law 49.1 of the Bye-Laws, the Company may appoint any person to be a Director by ordinary resolution.

Mr Stuart Murray offers himself for election as a Director of the Company. He has over 30 years of experience in the platinum and base metal mining industry.

Mr Murray was an executive director and the Chief Executive Officer of Aquarius Platinum Limited from in 2001 until his retirement in 2012, overseeing the growth of the company from a small single asset miner to a significant mid-tier producer. Prior to that he had held various roles at Impala Platinum, including Consulting Engineer: Refineries, Nickel Business Development Manager and Manager: Operations, and at Middleburg Steel & Alloys and Rhodium Reefs Limited. He is an Associate Member of the UK Institution of Chemical Engineers.

Mr Murray is Non-executive Chairman of Sylvania Platinum Limited (AIM listed Platinum miner & processor) and a Non-executive Director of Talvivaara Mining Company Plc (OMXH listed nickel miner).

Subject to the passing of this Resolution, Mr Murray will be appointed as Managing Director and Deputy Chairman of the Company. Subject to the passing of Resolution 5, he will initially work at no charge on a part-time basis to identify and/or evaluate prospective new projects for the Company. When appropriate Mr Murray will take on an expanded role, on terms and conditions to be agreed, depending on the size and nature of the project to be acquired.

**Recommendation:** The Board unanimously recommends that Shareholders vote in favour of adopting Resolution 4.

## 5. RESOLUTIONS 5, 7 & 8 - AUTHORITY TO ISSUE SHARES TO DIRECTORS

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

These Resolutions seek Shareholder approval in accordance with Listing Rule 10.11 for Directors Stuart Murray, Robert Brown and Peter Hawkins, or their related parties, to be issued Shares in the Company.

The board has determined that Resolutions 5, 7 & 8 are dependent on the approval of Resolution 3 submitted to Shareholders at this Annual General Meeting, that is, if Resolution 3 is not approved by the Shareholders, this resolution will not be voted on.

Mr Stuart Murray's nominee, Zero Nominees Pty Ltd will, subject to Shareholder approval, subscribe for 90,000,000 Shares (of par value US\$0.001 each) at an issue price of A\$0.002 per Share. The A\$180,000 raised will be used as working capital.

Beach Corporation Pty Ltd, a related party of Robert Brown, loaned the Company A\$25,000 in December 2014 and A\$16,667 in March 2015. Both loans are subject to convertible loan agreements under which the loans are to be repaid, subject to Shareholder approval, by the issue of 20,833,500 Shares (of par value US\$0.001 each) at an issue price of A\$0.002 per Share.

Peter Hawkins was appointed as a Non-executive Director on 15 September 2014, his remuneration is A\$20,000pa to be paid in Shares, subject to Shareholder approval. Shareholder approval is being sought for the issue of 6,219,180 Shares (of par value US\$0.001 each) to Boronia Investments Pty Ltd, a related party of Mr Hawkins, at an issue price of A\$0.002, in-lieu of A\$12,438 of Directors fees for the period 15 September 2014 to 30 April 2015.

In accordance with the disclosure requirements of Listing Rule 10.13, the following information is provided in relation to the proposed Share issues to Zero Nominees Pty Ltd, Beach Corporation Pty Ltd and Boronia Investments Pty Ltd in accordance with (i) Resolution 5, (ii) Resolution 7 and (iii) Resolution 8, respectively:

- (a) The maximum number of Shares to be issued is:
  - (i) 90,000,000 Shares;
  - (ii) 20,833,500 Shares; and
  - (iii) 6,219,180 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) and it is intended that they be issued on one date.
- (c) The issue price of the Shares will be A\$0.002 per Share.
- (d) The Shares will be fully paid common shares and rank equally with all existing Shares.
- (e)
  - (i) Funds raised from the issue will be used for working capital.
  - (ii) The Shares will be issued in satisfaction of the repayment of loans made to the Company.
  - (iii) The Shares will be issued in-lieu of Directors fees owing by the Company.

An issue of Shares approved by Shareholders under Listing Rule 10.11 is an exception to Listing Rule 7.1. Therefore, approval to the issues to the Directors is not being sought under Listing Rule 7.1 because, if approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

**Recommendations:** The Board (excluding Stuart Murray) unanimously recommends that Shareholders vote in favour of adopting Resolution 5.

The Board (excluding Robert Brown) unanimously recommends that Shareholders vote in favour of adopting Resolution 7.

The Board (excluding Peter Hawkins) unanimously recommends that Shareholders vote in favour of adopting Resolution 8.



## 6. RESOLUTIONS 6 - AUTHORITY TO ISSUE SHARES

Resolution 6 seeks Shareholder approval for the issue of 16,667,000 Shares (of par value US\$0.001) in satisfaction of the repayment of to repay A\$33,334 in loans made to the Company. The loans made equally by N&J Mitchell Holdings Pty Ltd <The Mitchell Unit Trust> and Zero Nominees Pty Ltd are subject to Convertible Loan Agreements under which they are repayable in Shares at an issue price of A\$0.002 per Share (of par value US\$0.001), subject shareholders approving the change in par value.

The board has determined that Resolution 6 is dependent on the approval of Resolution 3 submitted to Shareholders at this Annual General Meeting, that is, if Resolution 3 is not approved by the Shareholders, this resolution will not be voted on.

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 6 will be to allow the Directors to issue the relevant Shares pursuant to the resolution 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 N&J Mitchell Holdings Pty Ltd <The Mitchell Unit Trust> and Zero Nominees Pty Ltd. in accordance with Resolution 6:

- (a) The maximum number of Shares to be issued is 16,667,000 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 Shares will be issued at A\$0.002 per Share.
- (d) The Shares will be issued to N&J Mitchell Holdings Pty Ltd <The Mitchell Unit Trust> and Zero Nominees Pty Ltd.
- (e) The Shares will be fully paid common shares and rank equally with all existing Shares.
- (f) The Shares will be issued to repay loans made to the Company.

**Recommendation:** The Board unanimously recommends that Shareholders vote in favour of adopting Resolution 6.

## GLOSSARY OF TERMS

The following terms and abbreviations used in the Notice of Annual General Meeting and this Explanatory Memorandum have the following meanings.

"**A\$**" means Australian dollars.

"**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.

"**Company**" means Luri Gold Limited (Exempted Company 46884 and ARBN 32 139 588 926).

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

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

"**Effective Date**" has the meaning given such term in Resolution 3.

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

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

"**Meeting**" means the annual general meeting of Shareholders convened by this Notice.

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

"**Officers**" means the officers of the Company from time to time.

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

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

"**Secretary**" means the secretary of the Company from time to time.

"**Share**" means a common share in the capital of Company.

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

"**US\$**" means United States dollars

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



luirigold

Luirigold Limited  
ARBN 139 588 926



┌ 000001 000 LGM  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

### Lodge your vote:



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

**For your vote to be effective it must be received by 8.30pm (Perth time) Wednesday, 10 June 2015**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN: I9999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Luiri Gold Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Luiri Gold Limited to be held at Clarendon House, 2 Church Street, Hamilton, Bermuda on Friday, 12 June 2015 at 9:30am (Bermuda time) and at any adjournment or postponement of that meeting.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Re-Election of Mr Peter Hawkins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Mrs Angela Pankhurst as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Reduction of Share Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Mr Stuart Murray as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Authority to Issue Shares to a Director - Stuart Murray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Authority to Issue Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Authority to Issue Shares to a Director - Robert Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Authority to Issue Shares to a Director - Peter Hawkins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / /