



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

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

Date of Meeting: Monday, 30 May 2016

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 LuiRI Gold Limited (Exempted Company 46884 and ARBN 139 588 926) (**Company** or **LuiRI**) will be held at Clarendon House, 2 Church Street, Hamilton, Bermuda at 9.30am on Monday, 30 May 2016.

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

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 2015.

RESOLUTION

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."

BY ORDER OF THE BOARD



Angela Pankhurst
Director and Secretary
Dated: 26 April 2016

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 30 May 2016.

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. RESOLUTION 1 – RE-ELECTION OF DIRECTOR, MR ROBERT BROWN

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.

PROXY AND VOTING ENTITLEMENT 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 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's Share Registry, **Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001, +61 3 9473 2555**, 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 authorized 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 8:30pm (Perth time) on Saturday, 28 May 2016. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.



GLOSSARY OF TERMS

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

"**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.

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

"**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.

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

"**Resolution**" means the 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.

"**Shareholders**" means the registered holders of Shares.

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