

**LUIRI GOLD LIMITED**  
c/o 10<sup>th</sup> Floor, 595 Howe Street,  
Vancouver, British Columbia Canada V6C 2T5

**NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that a special general meeting (the "**Meeting**") of the shareholders of LuiRI Gold Limited (hereinafter called the "**Company**") will be held at 10<sup>th</sup> Floor, 595 Howe Street, Vancouver, British Columbia Canada on:

**MONDAY, THE 5<sup>TH</sup> DAY OF MARCH, 2012**

at the hour of twelve (12) noon (Vancouver time) for the following purposes:

**AGENDA**

**RESOLUTIONS**

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**1. Ratification of past private placement of shares to professional investors**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders of the Company hereby approve and ratify the issue of 10,000,000 common shares in the capital of the Company at an issue price of \$0.115 per share to professional investors completed on 24 October 2011, on the terms and conditions described in the accompanying Information Circular."*

The Company will disregard any votes cast on this resolution by those persons that participated in the issue and their associates. However, a person can vote if the vote is cast as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the Meeting 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.
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**2. Approval to issue shares**

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

*"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, the shareholders of the Company hereby approve and authorise the issue to professional and sophisticated investors of up to 50,000,000 common shares in the capital of the Company at an issue price of no less than at least 80% of the average market price of common shares calculated over the last 5 days on which sales in the common shares were recorded before the day on which the issue is made; and otherwise on the terms and conditions described in the accompanying Information Circular."*

The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of common shares if the resolution is passed, and any associate of those persons. However, the Company will not disregard a vote if it is cast as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form or it is cast by a person who is chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form as the proxy decides.
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**3. To transact any other business that may properly come before the Meeting and any postponement(s) or adjournment(s) thereof.**

This notice is accompanied by a Form of Proxy, a CDI Voting Instruction Form and an Information Circular. The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

Only shareholders of the Company whose names have been entered in the records of the Company as of the close of business on January 30, 2012 (the "**Record Date**") are entitled to receive notice of, and vote at, the Meeting and any postponement(s) or adjournment(s) thereof.

A registered shareholder may attend the Meeting in person or may be represented by proxy. Whether or not you plan to attend the Meeting in person, you are requested to date, sign and return the applicable accompanying form(s) of proxy for use at the Meeting or any postponement(s) or adjournment(s) thereof. To be effective, proxies must be received by Computershare Investor Services Inc. at Suite 300, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, by 12:00 p.m. (Vancouver time) on March 1, 2012 (or not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the date and time to which the Meeting has been rescheduled if the Meeting has been adjourned or postponed), unless the Chairman of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

Shareholders who are planning to return the applicable form(s) of proxy are encouraged to review the Information Circular carefully before submitting the applicable form(s) of proxy.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy holder to attend and vote in his or her stead. If you are unable to attend the Meeting, or any postponement(s) or adjournment(s) thereof in person, please read the Notes accompanying the Form of Proxy enclosed herewith and then complete and return the Proxy within the time set out in the Notes so that as large a representation as possible may be had at the Meeting. The enclosed Form of Proxy is solicited by management but, as set out in the Notes, you may amend it if you so desire by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

Holders of CHES Depositary Interests ("**CDIs**") are invited to attend the Meeting. CDI holders must complete, sign and return the enclosed CDI Voting Instruction Form to Computershare Investor Services Pty Ltd GPO Box 242, Melbourne, Victoria 3001 Australia (the number to fax CDI Voting Instruction Forms within Australia is 1800-783-447 and outside Australia is +61-3-9473-2555) so that each CDI holder may elect to direct CHES Depositary Nominees Pty Ltd ("**CDN**") to vote the relevant underlying common shares on his or her behalf or instruct CDN to appoint such CDI holder or his or her nominee as proxy to vote the common shares underlying the CDIs in person at the Meeting. In either case, the CDI Voting Instruction Form needs to be received at the address shown on the CDI Voting Instruction Form by not less than 72 hours, Saturdays, Sundays, and holidays excepted, prior to the time of the holding of the Meeting or any postponement(s) or adjournment(s) thereof.

DATED at Perth, Western Australia, Australia this 30<sup>th</sup> day of January 2012.

**BY THE ORDER OF THE BOARD OF  
DIRECTORS OF LUORI GOLD LTD**

(Signed) "*Michael Langoulant*"

Michael Langoulant

Director and Chief Financial Officer

**LUIRI GOLD LIMITED**  
c/o 10<sup>th</sup> Floor, 595 Howe Street,  
Vancouver, British Columbia Canada V6C 2T5

**INFORMATION CIRCULAR FOR THE**  
**SPECIAL MEETING OF SHAREHOLDERS**

**SOLICITATION OF PROXIES BY MANAGEMENT**

This management information circular (the "Information Circular") is furnished in connection with the solicitation of proxies by or on behalf of the management of LuiRI Gold Limited (the "Company") for use at the special meeting (the "Meeting") of the shareholders of the Company (the "Shareholders") to be held at 10<sup>th</sup> Floor 595 Howe Street, Vancouver, British Columbia V6C 2T5 on Monday, March 5, 2012 at 12 noon (Vancouver time) and at any postponement(s) or adjournment(s) thereof for the purposes set out in the accompanying Notice of Meeting. Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone by Directors or officers of the Company. Arrangements will also be made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of common shares of the Company ("Common Shares") pursuant to the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*. The cost of any such solicitation will be borne by the Company.

Unless otherwise stated, the information contained in this Information Circular is given as at January 30, 2012.

In this Information Circular, references to "A\$" are to amounts in Australian dollars.

**APPOINTMENT OF PROXYHOLDER**

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder's behalf in accordance with the instructions given by the Shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or Directors or a designee of management for the purposes of the Meeting ("**Management Proxyholder**").

**A Shareholder has the right to appoint a person other than a Management Proxyholder to represent the Shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a Shareholder.**

**REVOCABILITY OF PROXY**

In addition to revocation in any other manner permitted by law, a Shareholder of the Company who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. A Shareholder of the Company may revoke a proxy by depositing an instrument in writing, executed by him or her or his or her attorney authorized in writing:

1. at the offices of the registrar and transfer agent of the Company, Computershare Investor Services Inc., Suite 300, 510 Burrard Street, Vancouver, B.C., V6C 3B9 (the number to fax proxies is (604) 661-9549), at any time, not less than 48 hours,

excluding Saturdays, Sundays and holidays, preceding the Meeting or any postponement(s) or adjournment(s) of the Meeting at which the proxy is to be used;

2. at the registered office of the Company, 10<sup>th</sup> Floor 595 Howe Street, Vancouver, British Columbia, V6C 2T5, at any time up to and including the last business day preceding the day of the Meeting at which the proxy is to be used; or
3. with the chairman of the Meeting on the day of the Meeting or any postponement(s) or adjournment(s) of the Meeting.

In addition, a proxy may be revoked by the Shareholder of the Company personally attending the Meeting and voting his or her shares.

### **VOTING SECURITIES**

The Company is authorized to issue an unlimited number of Common Shares, without nominal or par value, of which as at the date hereof 127,431,905 Common Shares are issued and outstanding.

Of the 127,431,905 Common Shares issued and outstanding on January 30, 2012, 105,283,427 Common Shares were held by CHESS Depository Nominees Pty Ltd. (“**CDN**”), a wholly-owned subsidiary of the Australian Securities Exchange (the “**ASX**”), on behalf of holders of CHESS Depository Interests (“**CDIs**”). CDN has issued CDIs that represent beneficial interests in the Common Shares held by CDN. CDIs are traded on the electronic transfer and settlement system operated by the ASX.

All references in this Information Circular to outstanding Common Shares include the Common Shares held by CDN and all references to holders of Common Shares include CDI holders.

The holders of Common Shares of record at the close of business on the record date, set by the Directors of the Company to be January 30, 2012, are entitled to receive notice of the Meeting and vote such Common Shares at the Meeting on the basis of one vote for each Common Share held.

The Articles of the Company provide that a quorum for the transaction of business at the Meeting is two persons who are, or who represent by proxy, Shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the Meeting.

### **VOTING BY PROXY**

The sections headed “Voting by Proxy” and “Completion and Return of Proxy” only apply to the holders of Common Shares of the Company that are not represented by CDIs. Holders of CDIs should refer to the section of this Information Circular headed “CDI Holders May Give Instruction to CDN”.

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Common Shares represented by a properly executed proxy will be voted for withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

If a Shareholder does not specify a choice and the Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management of the Company at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments.

### COMPLETION AND RETURN OF PROXY

Those Shareholders so desiring may be represented by proxy at the Meeting. The instrument of proxy, and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited either at the office of the Registrar and Transfer Agent of the Company, Proxy Dept., Computershare Investor Services Inc., Suite 300, 510 Burrard Street, Vancouver, B.C., V6C 3B9 (the number to fax proxies is (604) 661-9549), not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the holding of the Meeting or any postponement(s) or adjournment(s) thereof.

### NON-REGISTERED HOLDERS (OTHER THAN CDI HOLDERS)

Most Shareholders of the Company are “non-registered” or “beneficial” Shareholders because the shares they own are not registered in their names, but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered Shareholder in respect of shares which are held on behalf of that person (the “**Beneficial Holder**”) but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Beneficial Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIF’s, RESP’s and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“**CDS**”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular, the Proxy and the CDI Voting Instruction Form (see below) (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Beneficial Holders.

Intermediaries are required to forward the Meeting Materials to Beneficial Holders unless a Beneficial Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Beneficial Holders. Generally, Beneficial Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Beneficial Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Beneficial Holder when submitting the proxy. In this case, the Beneficial Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with the Company's transfer agent as provided above; or**
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Beneficial Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “proxy authorization form”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Beneficial Holder must remove the label from the instructions and affix it to

the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Beneficial Holders to direct the voting of the shares which they beneficially own. Should a Beneficial Holder who receives one of the above forms wish to vote at the Meeting in person, the Beneficial Holder should strike out the names of the Management Proxyholders named in the form and insert the Beneficial Holder's name in the blank space provided. **In either case, Beneficial Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

#### **CDI HOLDERS MAY GIVE DIRECTIONS TO CDN**

The Company will permit CDI holders to attend the Meeting.

Each CDI holder has the right to:

- (a) direct CDN how to vote in respect of their CDIs; or
- (b) instruct CDN to appoint the CDI holder or a person nominated by the holder as the holder's proxy for the purposes of attending and voting at the Meeting.

If you are a CDI holder and you wish to direct CDN how to vote in respect of your CDIs or appoint yourself or a nominee as your proxy, you should read, complete, date and sign the accompanying CDI Voting Instruction Form and deposit it with Computershare Investor Services Pty. Ltd. GPO Box 242, Melbourne, Victoria 3001 Australia (the number to fax CDI Voting Instruction Forms within Australia is 1800-783-447 and outside Australia is +61-3-9473-2555) not less than 72 hours, Saturdays, Sundays, and holidays excepted, prior to the time of the holding of the Meeting or any postponement(s) or adjournment(s) thereof.

#### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

Other than as set forth herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting of any person or company who has been a Director or executive officer of the Company at any time since the beginning of the Company's last financial year or any associate or affiliate of any of the foregoing persons or companies.

#### **PRINCIPAL HOLDERS OF VOTING SECURITIES**

To the knowledge of the Directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the outstanding voting rights of the Company.

#### **PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING**

TO THE KNOWLEDGE OF THE COMPANY'S DIRECTORS, THE ONLY MATTERS TO BE PLACED BEFORE THE MEETING ARE THOSE REFERRED TO IN THE NOTICE OF MEETING ACCOMPANYING THIS INFORMATION CIRCULAR. HOWEVER, SHOULD ANY OTHER MATTERS PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

Additional detail regarding each of the matters to be acted upon at the Meeting is set forth below.

## **I. Ratify Past Private Placement**

Resolution 1 seeks ratification by Shareholders of the private placement of 10,000,000 Common Shares completed on 24 October 2011 (the “**Past Placement**”) for the purposes of ASX Listing Rule 7.4.

ASX Listing Rule 7.1 provides that, subject to certain exceptions, prior approval of Shareholders is required for the issue of equity securities if the equity securities will, when aggregated with the equity securities issued by the Company during the previous 12 months, exceed 15% of the number of equity securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 states that an issue by a company of equity securities made without prior approval under Rule 7.1 is treated as having been made with approval for the purpose of Rule 7.1 if the issue did not breach Rule 7.1 and the Company’s members subsequently approve it.

The issue of Common Shares to professional investors the subject of this Resolution came within the Company’s 15% placement limit under ASX Listing Rule 7.1 and Shareholder approval was not required in relation to the issue. The purpose of seeking Shareholder approval and ratification of the issue of 10,000,000 Common Shares in Resolution 1 (the “**Past Placement Shares**”) is to effectively reinstate the maximum limit under the ASX Listing Rules on the number of securities that the Company may issue in any 12 month period without Shareholder approval.

In accordance with the disclosure requirements of ASX Listing Rule 7.5, the following information is provided to Shareholders to enable them to consider and ratify the issue of the Common Shares in Resolution 1:

- (i) The number of Past Placement Shares allotted was 10,000,000 on October 24, 2011.
- (ii) The Past Placement Shares were issued at A\$0.115 per Past Placement Share.
- (iii) The Past Placement Shares were allotted as fully paid and rank equally with all existing Common Shares on issue.
- (iv) The allottees under the Past Placement were Shukran GMBH (5,000,000 Past Placement Shares) and Portico Investments Ltd (5,000,000 Past Placement Shares).
- (v) The allottees are not related parties of the Company.
- (vi) A total of A\$1,150,000 was raised by the issue of the Past Placement Shares pursuant to this Resolution. Funds raised from the issue have been and will be used for general working capital purposes.

If Resolution 1 is not passed, the Past Placement Shares the subject of Resolution 1 will be counted towards the 15% limit under ASX Listing Rule 7.1 for a period of 12 months from the date of issue.

The proposed text of Resolution 1 is set out in the accompanying Notice of Meeting. The Directors of the Company unanimously recommend Shareholders vote in favour of Resolution 1.

## II. Approval to Issue Shares

### (a) ASX Listing Rule 7.1

In order to provide the Company with funding flexibility, the Company would like the authority to be able to raise further funds through the issue of Common Shares via a private placement. ASX Listing Rule 7.1 restricts a company from issuing equity securities which, in any 12 month period, would amount to more than 15% of the Company's total shares on issue 12 months before the date of the issue. Accordingly, Resolution 2 is seeking approval for the issue of up to 50,000,000 Common Shares (the "**Proposed Placement**").

The authority to issue Common Shares being sought from Shareholders will, if all issued, exceed the Company's available capacity up to the 15% threshold under ASX Listing Rule 7.1 and, accordingly, requires the approval of the Shareholders. If Shareholders of the Company pass Resolution 2, the Common Shares issued pursuant to Resolution 2 (the "**Proposed Placement Shares**") will not be counted towards the 15% limit in respect of issues of equity securities in the following 12 month period.

### (b) ASX Listing Rule 7.3 disclosure requirements

In accordance with the requirements of ASX Listing Rule 7.3, the following information is provided to Shareholders to allow them to consider and approve the possible issue of the Proposed Placement Shares:

- (i) The maximum number of Common Shares to be issued pursuant to Resolution 2 is 50,000,000 Proposed Placement Shares.
- (ii) The issue of Proposed Placement Shares will occur no later than three (3) months after the date of the Meeting, or such later date approved by ASX. The Directors of the Company reserve the right to issue the Proposed Placement Shares progressively throughout the 3 month period from the date of the Meeting, or as a single allotment.
- (iii) The issue price per Proposed Placement Share will be no less than at least 80% of the average market price of Common Shares calculated over the last 5 days on which sales in the Common Shares were recorded before the day on which the issue is made.
- (iv) The identity of allottee/s has not yet been determined. However, the allottee/s will be at the discretion of the Company and will be sophisticated and professional investors.
- (v) Each Proposed Placement Share will be fully paid and will, from the date of issue, rank equally with all other Common Shares on issue.
- (vi) Funds raised through the Proposed Placement will be used to accelerate development of the Luiri Hill Gold Project in Zambia and for general working capital purposes.

The proposed text of Resolution 2 is set out in the accompanying Notice of Meeting. The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 2.

As the Company voluntarily de-listed from the TSX Venture Exchange as of the close of business on January 20, 2012, the Proposed Placement Shares will be held by such places as CDIs.

### *Voting Exclusion Statements*

In accordance with ASX Listing Rules 7.5 and 14.11, the Company will disregard any votes cast on Resolution 1 by those persons that participated in the Past Placement and their

associates. However, a person can vote if the vote is cast as proxy for a person who is entitled to vote, in accordance with the directions on the relevant proxy form, or it is cast by the person chairing the Meeting 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.

In accordance with ASX Listing Rules 7.3 and 14.11, the Company will disregard any votes cast on Resolution 2 by a person who may participate in the Proposed Placement and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Common Shares if the resolution is passed, and any associate of those persons. However, the Company will not disregard a vote if it is cast as proxy for a person who is entitled to vote, in accordance with a direction on the relevant proxy form or it is cast by a person who is chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form as the proxy decides.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

No informed person (as defined in National Instrument 51-102, *Continuous Disclosure Obligations*) of the Company and no associate or affiliate of any informed person, has any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

### **MANAGEMENT CONTRACTS**

Management functions of the Company and its subsidiaries are substantially performed by the Company's Directors and executive officers. The Company has not entered into any contracts, agreements or arrangements with parties other than its Directors and executive officers for the provision of such management functions.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company in writing c/o DuMoulin Black LLP, 10<sup>th</sup> Floor, 595 Howe Street, Vancouver, British Columbia Canada V6C 2T5 to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year which are filed on SEDAR.

Under National Instrument 51-102 – *Continuous Disclosure Obligations*, any person or company who wishes to receive interim financial statements from the Company may deliver a written request for such material to the Company or the Company's agent, together with a signed statement that the persons or company is the owner of securities of the Company. Shareholders who wish to receive interim financial statements are encouraged to send the enclosed mail card, together with the completed form of proxy, in the addressed envelope provided, to the Company's registrar and transfer agent, Computershare Investor Services Inc., Suite 300, 510 Burrard Street, Vancouver, B.C. V6C 3B9.

### **GENERAL**

Unless otherwise specified, all matters referred to herein for approval by the Shareholders require a simple majority of the Shareholders voting, in person or by proxy, at the Meeting.

Where information contained in this Information Circular, rests specifically within the knowledge of a person other than the Company, the Company has relied upon information furnished by such person.

The contents of this Information Circular have been approved and this mailing has been authorized by the Directors of the Company.

DATED as of the 30<sup>th</sup> day of January 2012.

**BY THE ORDER OF THE BOARD OF  
DIRECTORS OF LUIRI GOLD LIMITED**

(Signed) "*Michael Langoulant*"

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Michael Langoulant  
Director and Chief Financial Officer

# LUIRI GOLD LIMITED



9th Floor, 100 University Avenue  
Toronto, Ontario M5J 2Y1  
www.computershare.com

MR SAM SAMPLE  
123 SAMPLES STREET  
SAMPLETOWN SS X9X 9X9

Security Class 123

Shareholder Account Number  
C1234567890 X X X



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## Form of Proxy - Special Meeting to be held on March 5, 2012

### This Form of Proxy is solicited by and on behalf of Management.

#### Notes to proxy

1. Every Shareholder has the right to appoint some other person or company of their choice, who need not be a Shareholder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the Shareholder.
5. **The securities represented by this proxy will be voted as directed by the Shareholder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the Shareholder, on any ballot that may be called for and, if the Shareholder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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**Proxies submitted must be received by 12:00 PM, Pacific Time, on March 1, 2012.**

### VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



#### To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

**1-866-732-VOTE (8683) Toll Free**



#### To Vote Using the Internet

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)

**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. **Voting by mail or by Internet** are the only methods by which a Shareholder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

**To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.**

**CONTROL NUMBER 123456789012345**



**Appointment of Proxyholder**

I/We, being Shareholder(s) of Luiiri Gold Limited hereby appoint(s): Mike Langoulant, or failing him, Paul Visosky, external legal counsel, or failing him, Kristopher Britch, external legal counsel,

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Special Meeting of Shareholders of Luiiri Gold Limited to be held at the 10th Floor – 595 Howe Street, Vancouver, B.C., V6C 2T5, on March 5, 2012 at 12:00 PM (Pacific Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

**For** Against Abstain

**1. Ratification of Past Private Placement of Shares to Professional Investors**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders of the Company hereby approve and ratify the issue of 10,000,000 common shares in the capital of the Company at an issue price of \$0.115 per share to professional investors completed on 24 October 2011, on the terms and conditions described in the accompanying Information Circular."*

**For** Against Abstain

**2. Approval to Issue Shares**

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

*"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, the Shareholders of the Company hereby approve and authorise the issue to professional and sophisticated investors of up to 50,000,000 common shares in the capital of the Company at an issue price of no less than at least 80% of the average market price of common shares calculated over the last 5 days on which sales in the common shares were recorded before the day on which the issue is made; and otherwise on the terms and conditions described in the accompanying Information Circular."*

**Authorized Signature(s) – This section must be completed for your instructions to be executed.**

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

DD / MM / YY



MR SAM SAMPLE  
123 SAMPLES STREET  
SAMPLETOWN SS X9X 9X9

Security Class 123

Shareholder Account Number  
B1234567890 X X X

Intermediary  
X X X



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**Voting Instruction Form ("VIF") - Special Meeting to be held on March 5, 2012**

**NON-REGISTERED (BENEFICIAL) SHAREHOLDERS**

1. We are sending to you the enclosed proxy-related materials that relate to a meeting of the Shareholders of the series or class of securities that are held on your behalf by the intermediary identified above. Unless you attend the meeting and vote in person, your securities can be voted only by Management, as proxyholder of the registered Shareholder, in accordance with your instructions.
2. We are prohibited from voting these securities on any of the matters to be acted upon at the meeting without your specific voting instructions. In order for these securities to be voted at the meeting, it will be necessary for us to have your specific voting instructions. Please complete and return the information requested in this VIF to provide your voting instructions to us promptly.
3. **If you wish to attend the meeting in person or appoint some other person or company, who need not be a Shareholder, to attend and act on your behalf at the meeting or any adjournment or postponement thereof, please insert your name(s) or the name of your chosen appointee in the space provided (please see reverse).**
4. **This VIF should be signed by you in the exact manner as your name appears on the VIF. If these voting instructions are given on behalf of a body corporate set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.**
5. If this VIF is not dated, it will be deemed to bear the date on which it is mailed by Management to you.
6. **When properly signed and delivered, securities represented by this VIF will be voted as directed by you, however, if such a direction is not made in respect of any matter, the VIF will direct the voting of the securities to be made as recommended in the documentation provided by Management for the meeting.**
7. This VIF confers discretionary authority on the appointee to vote as the appointee sees fit in respect of amendments or variations to matters identified in the Notice of Meeting or other matters as may properly come before the meeting or any adjournment or postponement thereof.
8. Should you wish to receive a legal form of proxy, please write to Computershare at the address indicated above and one will be sent to you by mail. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the documentation provided by Management including any cut-off time for receipt.
9. Your voting instructions will be recorded on receipt of the VIF and a legal form of proxy will be submitted on your behalf.
10. By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities.
11. If you have any questions regarding the enclosed documents, please contact the Registered Representative who services your account.
12. This VIF should be read in conjunction with the accompanying documentation provided by Management.

Fold

**VIFs submitted must be received by 12:00 PM, Pacific Time, on March 1, 2012.**

**VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!**



**To Vote Using the Telephone**

- Call the number listed BELOW from a touch tone telephone.

**1-866-734-VOTE (8683) Toll Free**



**To Vote Using the Internet**

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)

**If you vote by telephone or the Internet, DO NOT mail back this VIF.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. **Voting by mail or by Internet** are the only methods by which a Shareholder may choose an appointee other than the Management appointees named on the reverse of this VIF. Instead of mailing this VIF, you may choose one of the two voting methods outlined above to vote this VIF.

**To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.**

**CONTROL NUMBER 123456789012345**

+ MR SAM SAMPLE

C1234567890



XXX 123

**Appointee(s)**

Management appointees are: Mike Langoulant, or failing him, Paul Visosky, external legal counsel, or failing him, Kristopher Britch, external legal counsel,

OR

If you wish to attend in person or appoint someone else to attend on your behalf, print your name or the name of your appointee in this space (see Note #3 on reverse).

as my/our appointee to attend, act and to vote in accordance with the following direction (or if no directions have been given, as the appointee sees fit) and all other matters that may properly come before the Special Meeting of Shareholders of Luiroi Gold Limited to be held at the 10th Floor – 595 Howe Street, Vancouver, B.C., V6C 2T5, on March 5, 2012 at 12:00 PM (Pacific Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

**For** Against Abstain

**1. Ratification of Past Private Placement of Shares to Professional Investors**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders of the Company hereby approve and ratify the issue of 10,000,000 common shares in the capital of the Company at an issue price of \$0.115 per share to professional investors completed on 24 October 2011, on the terms and conditions described in the accompanying Information Circular."*

**For** Against Abstain

**2. Approval to Issue Shares**

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

*"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, the Shareholders of the Company hereby approve and authorise the issue to professional and sophisticated investors of up to 50,000,000 common shares in the capital of the Company at an issue price of no less than at least 80% of the average market price of common shares calculated over the last 5 days on which sales in the common shares were recorded before the day on which the issue is made; and otherwise on the terms and conditions described in the accompanying Information Circular."*

**Authorized Signature(s) - This section must be completed for your instructions to be executed.**

If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this VIF with signing capacity stated.

Signature(s)

Date

DD / MM / YY

Should you wish to receive a legal proxy, refer to Note #8 on reverse.

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# Luri Gold Limited

ARBN 139588926

## 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

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

## CDI Voting Instruction Form

For your vote to be effective it must be received by 2.00pm (Perth/WST) Wednesday 29 February 2012

### How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one common share in the Company, so that every 1 (one) CDI that you own at 30 January 2012 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

### 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 Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

**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

## CDI Voting Instruction Form

Please mark  to indicate your directions

### STEP 1 CHESSE Depository Nominees will vote as directed

XX

#### Voting Instructions to CHESSE Depository Nominees Pty Ltd

I/We being a holder of CHESSE Depository Interests of Lurri Gold Limited hereby direct CHESSE Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Special General Meeting of Lurri Gold Limited to be held at 10th Floor, 595 Howe Street, Vancouver, British Columbia, Canada on Monday, 5 March 2012 at 12 noon (Vancouver time) and at any adjournment of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESSE Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

### STEP 2 Items of Business

PLEASE NOTE: If you mark the Abstain box for an item, you are directing CHESSE Depository Nominees Pty Ltd or their appointed 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 Ratification of Past Private Placement of Shares to Professional Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval to Issue Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### 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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_

LGM

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Computershare