LUIRI GOLD LIMITED
For the six months ended April 30, 2012

Management's Discussion and Analysis

(All amounts stated in Australian dollars, unless otherwise indicated)

This quarterly report, including the consolidated financial statements and this MD&A contains certain "Forward-Looking Statements", which are prospective and reflect management's expectations regarding Luiri Gold Limited ("Luiri Gold")'s future growth, results of operations, performance and business prospects and opportunities.

See our annual information form for additional information on risks, uncertainties and other factors relating to the forward-looking statements and information. Although we have attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking statements or information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond our control. Accordingly, readers should not place undue reliance on forward-looking statements or information. We undertake no obligation to reissue or update forward-looking statements or information as a result of new information or events after the date hereof except as may be required by law. All forward-looking statements and information made herein are qualified by this cautionary statement.

Introduction

This discussion and analysis of the operating results and financial condition of Luiri Gold Limited ("**Luiri Gold**", or the "Company") for the six months ended April 30, 2012 (the "Quarter") should be read in conjunction with the audited consolidated financial statements for the same period, and is intended to provide the reader with a review of the factors that affected the Company's performance during the 3 months ended April 30, 2012.

The audited condensed interim consolidated financial statements of Luiri Gold have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

All amounts in this report are in Australian dollars, except where otherwise indicated.

Executive Summary

The focus of the Board continues to be advancing its Zambian Luiri Hill gold project. During the quarter a new mining lease was awarded to the Company. Field exploration has recommenced with the end of the wet season and approvals for an airborne magnetic survey and RC drilling program have been lodged and await final government approvals.

A new resource estimate by Coffey Mining Pty Ltd (Coffey) on the Dunrobin and Matala gold deposits confirmed the existence of a significant gold resource of 758,000 ounces at a 1.0g/t cut-off. This resource estimate gives a total combined (indicated plus inferred) resource of 10.591 million tonnes at 2.2 g/t Au, for 758,000 ounces of gold. Refer to Appendix A.

During the quarter the Company completed a financing via a private placement of 70 million shares at $0.075 per share to raise $5,250,000 in working capital.

Description of Business

Luiri Gold is an Australian based exploration company holding exploration stage mineral tenements aiming to create shareholder value through the acquisition, exploration and development of mineral opportunities. Currently, the Company holds two mining licences within southern-central Zambia focused on the historic Dunrobin and Matala gold mines collectively called the Luiri Hill gold project. A JORC compliant gold resource of 10.591 million tonnes at 2.2 g/t Au, for 758,000 ounces of gold has been estimated.

The Company's shares are traded as CHESS Depository Interests (CDI's) on the Australian Stock Exchange.

Significant Events and Transactions

Corporate Activity

During the quarter, the Company completed a financing via a private placement of 70 million shares at $0.075 per share to raise $5,250,000 in working capital.

Tenure Issues

The Company continues to seek the issue of additional tenement areas in consultation with the Zambian government.

Exploration Update

During the quarter the Company announced the following exploration highlights:

- A new Large Scale Mining License was issued, substantially increasing the Company's total position from 32 to 277 square kilometres and giving renewable mining rights for a period of 25 years ;

- Geological exploration is in progress with two trenching teams currently active in the field;

- A high resolution airborne magnetic and radiometric survey to commence in the July quarter once the necessary flying permit is issued;

- RC drilling to establish the first measured resources at Dunrobin will commence upon receipt of the required environmental permit;

- Drill collars locations recommended by Coffey Mining have been surveyed and prepared;

- Scoping studies, including pit modelling at Dunrobin and underground mine planning at Matala, are progressing well;

- Results of the scoping study, including a fast track project at Dunrobin, are expected in the coming quarter.
- New resource estimate by Coffey Mining Pty Ltd (Coffey) on the Dunrobin and Matala gold deposits confirms the existence of a significant gold resource of 758,000 ounces at a 1.0g/t cut-off;

Shareholders are referred to the exploration updates issued by the Company on 1 February and 12 April 2012.

Reporting Period Expenditures

At April 30, 2012, the Company had net working capital of $5,195,984 (October 31, 2011: $2,027,058).

Exploration Expenditures

In the April 2012 quarter mineral exploration costs, were mainly related to preparation activities for the coming field season, analysis of previous drilling and trenching programs, maintaining the Company's staff and exploration infrastructure, and for production feasibility studies.

All exploration incurred in this quarter has been expensed.

Significant Expenses

The net loss for the six months ended April 30, 2012 was $2,237,667 (April 30, 2011: $1,084,139). Major variances when compared to the same period last year were mainly due to the Company expensing all exploration expenditures of $561,708 (2011 - $nil) and a stock based compensation expense of $302,629 (2011 – Nil).

Summary of Results

Selected financial information for the last eight quarters is tabulated below.

(In thousands of Australian dollars, except per share amounts)

Fiscal Period	Revenue	Net Income (Loss)	Earnings / (Loss) per Share ($)		Total Assets	Total L.T. Liabilities	Dividends
			Basic	Diluted			
2012 – Q2	-	(2,237)	(0.01)	(0.01)	6,439	-	-
2012 – Q1	-	(942)	(0.01)	(0.01)	2,472	-	-
2011 – Q4		(175)	(0.00)	(0.00)	3,561	-	-
2011 – Q3	-	(1,152)	(0.01)	(0.01)	2,749	-	-
2011 – Q2	-	(915)	(0.01)	(0.01)	3,044	-	-
2011 – Q1	-	(636)	(0.00)	(0.00)	3,192	-	-
2010 – Q4	-	(455)	0.00	0.00	3,,561	-	-
2010 – Q3	-	(1,635)	(0.01)	(0.01)	17,273	-	-
2010 – Q2	-	(1,687)	(0.02)	(0.02)	17,448	-	-

There are no accounting changes required resulting from the adoption IFRS accounting policies.

Liquidity

The following table summarizes the Company's cash flows and cash on hand:

	April 30, 2012 $	October 31, 2011 $
Cash	**5,497,246**	2,727,167
Working capital	**5,195,984**	2,027,058
Cash (used in) operating activities	**(981,615)**	(2,208,310)
Cash used in investing activities	**(19,795)**	(369,722)
Cash provided by financing activities	**4,909,705**	2,031,250

Critical Accounting Policies and Estimates

Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of any contingent assets and liabilities as at the date of the financial statements, as well as the reported amounts of revenues earned and expenses incurred during the period. These estimates are based on historical experience and other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Critical accounting policies and estimates in the period included the continued capitalization of mining property acquisition costs and the potential recognition of impairment of those assets.

Exploration and evaluation assets

The decision to capitalize exploration expenditures, and the timing of the recognition that capitalized exploration is unlikely to have future economic benefits, can materially affect the reported earnings of the Company. The Company has adopted a policy of deferring property specific acquisition and holding costs. Deferred costs relating to properties that are relinquished, or where continued exploration is deemed inappropriate, are written off in the period such assessment is made.

These deferred costs will be amortized on the unit-of-production basis over the estimated useful lives of the properties following the commencement of production. The cost of mineral properties includes any cash consideration paid, and the fair market value of shares issued on the acquisition of property interests, if any. The recorded amounts represent actual expenditures incurred and are not intended to reflect present or future values. The Company reviews capitalized costs on its property interests on a periodic, or at least annual, basis and will recognize an impairment in value based upon current exploration results and upon management's assessment of the future probability of profitable revenues from the property or from the sale of the property.

Asset retirement obligations

The Company is required to record a liability for the estimated future costs associated with legal obligations relating to the reclamation and closure of its exploration, development or mining properties. This amount is initially recorded at its discounted present value, with subsequent annual recognition of an accretion amount on the discounted liability. An equivalent amount is recorded as an increase to mineral properties and deferred exploration costs and amortized over the useful life of the properties. The Company is not aware of any material legal obligations relating to the reclamation of its mineral properties; although rehabilitation of historical workings could be considered as part of future development plans.

Risks & Uncertainties

Luiri Gold's business of exploring for mineral resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future, and Luiri Gold's common shares should be considered speculative.

Nature of Mineral Exploration and Evaluation Projects

The business of exploring for minerals involves a high degree of risk. Few properties that are explored are ultimately developed into mines. Luiri Gold's properties are in the exploration and evaluation stage and at present do not contain a known body of commercial ore. The long term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programmes, which may be affected by a number of factors that are beyond the control of the Company.

The Company's operations are subject to all the hazards and risks normally associated with the exploration for minerals, any of which could result in damage to life, or property, or the environment. Significant risk factors for the Company include metal prices, government regulations, foreign operations, environmental compliance, the ability to obtain additional financing, risk relating to acquisitions, dependence on management, title to the Company's mineral properties, and litigation.

The Company's operations are also subject to the additional risks associated with operating in Africa. Luiri Gold's property interests are located in Zambia and consequently the Company is subject to certain risks, including currency fluctuations and possible political or economic instability in that country. Mineral exploration and mining activities may be affected to varying degrees by political stability and government regulations relating to the mining industry. Any changes in regulations or shifts in political attitudes are beyond Luiri Gold's control and may adversely affect the Company's business. The Company, at present, does not maintain political risk insurance for its foreign operations.

Financing risk, until such time as the Company is cash flow positive

In the absence of cash flow from operations, Luiri Gold relies on the capital markets to fund operations. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that additional funding will be available, or available under terms favourable to the Company. Failure to obtain such additional finance could result in delay or the indefinite postponement of further exploration and the development of the Company's properties.

Licenses and Permits, Laws and Regulations

Luiri Gold's exploration activities require permits from various government authorities, and are subject to extensive federal, provincial and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. Luiri Gold draws on the expertise and commitment of its management team, their advisors, its employees and contractors to ensure compliance with current laws and fosters a climate of open communication and co-operation with regulatory bodies.

The Company believes that it holds all necessary licenses and permits under applicable laws and regulations and believes it is presently complying in all material respects with the terms of such licenses and permits. There is no assurance that future changes in such regulations, if any, will not adversely affect the Company's operations. Government approvals and permits are required in connection with the exploration activities proposed by the Company. To the extent such approvals are required and not obtained, the Company's planned exploration, development and production activities may be delayed, curtailed, or cancelled entirely.

Failure to comply with applicable laws, regulations and requirements may result in enforcement action against the Company, including orders calling for the curtailment or termination of operations on the properties, or calling for corrective or remedial measures requiring considerable capital investment. Parties engaged in mineral exploration and mining activities may be subject to civil and criminal liability as a result of failure to comply with applicable laws and regulations.

Amendments to current laws, regulations and permitting requirements affecting mineral exploration and mining activities could have a material adverse impact on the Company's operations and prospects.

Conflicts of Interest

Certain of the Company's directors, officers and significant shareholders are or may become shareholders, directors and/or officers of other natural resource companies, and, to the extent that such other companies may participate in ventures with the Company, these individuals may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or of its terms. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which one or more directors or officers may have a conflict. In accordance with the securities laws in the regions in which the Company operates, the directors are required to act honestly and in good faith with a view to furthering the best interest of the Company.

Environmental

Mining operations are subject to various environmental laws and regulations including, for example, those relating to waste treatment, emissions and disposal, and companies must generally comply with permits or standards governing, among other things, tailing dams and waste disposal areas, water consumption, air emissions and water discharges. Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions and delays in the Company's activities, the extent of which cannot be predicted and which may well be beyond the capacity of the Company to fund. The Company's right to exploit any minerals it discovers is subject to various reporting requirements and to acquiring certain Government approvals and there is no assurance that such approvals, including environmental approvals, will be granted without inordinate delays or at all.

Dependence on Key Personnel

The Company's performance is dependent upon the performance and continued services of its current key management. Accordingly, the loss of any key management of the Company may have an adverse effect on the future of the Company's business. The Company competes with numerous other companies and individuals in the search for and acquisition of mineral claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and contractors.

Changes in Accounting Policies

Transition to IFRS

The Company has adopted IFRS effective November 1, 2011 with a transition date of November 1, 2010. For further details, please refer to notes 2 and 15 of the April 30, 2012 audited condensed interim consolidated financial statements for further information regarding the adoption of IFRS.

Future Changes in Accounting Standards

IFRS 9 Financial Instruments
This standard introduces new requirements for the classification and measurement of financial instruments and is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. Management anticipates that this standard will be adopted in the Company's consolidated financial statements for the period beginning November 1, 2012, and has not yet considered the potential impact of the adoption of IFRS 9.

IFRS 10 Consolidated Financial Statements
IFRS 10 provides a single model to be applied in the control analysis for all investees, including entities that currently are special purpose entities in the scope of Standing Interpretations Committee Standard 12. In addition, the consolidation procedures are carried forward substantially unmodified from IAS 27 Consolidated and Separate Financial Statements. This standard is required to be applied for accounting periods beginning on or after January 1, 2013, with earlier adoption permitted. The Company has not yet determined the impact of the amendments to IFRS 10 on its financial statements.

IFRS 13 Fair Value Measurement
IFRS 13 deals with how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price. IFRS 13 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. The Company has not yet determined the impact of the amendments to IFRS 13 on its financial statements.

IFRS 7 *Financial instruments – Disclosures*
Amendments to IFRS 7 introduces new disclosure requirements for transfers of financial assets including disclosures for financial assets that are not derecognized in their entirety, and for financial assets that are derecognized in their entirety but for which continuing involvement is retained. The amendments to IFRS 7 are effective for annual periods beginning on or after July 1, 2011. The Company has not yet determined the impact of the amendments to IFRS 7 on its financial statements.

IAS 1, *Presentation of Financial Statements*
IAS 1 has been amended to require entities to separate items presented in other comprehensive income ("OCI") into two groups, based on whether or not items may be recycled in the future. Entities that choose to present OCI items before tax will be required to show the amount of tax related to the two groups separately. The amendment is effective for annual periods beginning on or after July 1, 2012 with earlier application permitted. The Company has not yet determined the impact of the amendments to IFRS 7 on its financial statements.

Use of Financial Instruments

Up to April 30, 2012 Luiri Gold did not enter into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk. The principal financial instruments affecting the Company's financial condition and results of operations are currently its cash, amounts receivable and prepayments, and accounts payable and accrued liabilities.

Off-Balance Sheet Arrangements and Contingent Liabilities

Luiri Gold has no off-balance sheet arrangements or contingent liabilities, other than formal commitments made to the local communities in relation to community-development programs during the exploration phase of the project.

These commitments of the Company include:

- Initial funding of a community development trust fund (the "Community Fund"), which is to be established, with the Company responsible for the following:
    - payment of US$150,000 to the Community Fund; and
    - issuance to the Community Fund of shares of the Company having a value equivalent to 5% of the market value of the project, based on an independent valuation of the project at the date of issue. The issuance of such shares shall be subject to regulatory approval and shareholder approval, if required.
- Facilitation and funding of a local community development committee. This committee will monitor and administer the funding of social development projects and activities within a certain area of the project.

As of April 30, 2012, no payments of cash or shares have been made to the Community Fund. The Company has accrued for the US$150,000 payment that is to be made to the Community Fund. As the timing of the issuance of shares of the Company to the Community Fund is not determinable, there is no reasonable method to estimate the number of shares or valuation of the project and shares that are to be issued. As a result, no accrual related to the contingent share issuance has been made as at April 30, 2012.

Contractual Obligations and Commitments

a) Luiri Gold had no capital expenditure commitments as at April 30, 2012.

b) Under the terms of non-cancellable operating leases, the Company is committed to rental payments of $22,000 due within one year.

Related Party Transactions

Related party transactions occurred in the normal course of operations and were measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

The following amounts were paid to related parties during the 3 months ended April 30, 2012:

- Palace Trading Limited, a company associated with M Sturgess, was paid $30,000 (2011 - Nil) for the Chairman's corporate and management services;

- Metallurgical Management Services Pty Ltd, a company associated with E Kirby, was paid $62,500 (2011 - Nil) for the CEO's management services;

- Lanza Holdings Pty Ltd, a company associated with M Langoulant, was paid $30,000 (2011 - Nil) for the CFO's corporate and accounting services;

Director fees of $15,000 have been paid during the quarter (2011 - $12,500).

The following amounts were paid to related parties during the 3 months ended April 30, 2011:

- Westland Corporate Pty Ltd, a company associated with R Brown, was paid $36,350 (2012 - $Nil) for the services of the Company's ex-CFO.

No guarantees have been given or received to or from related parties. No expense has been recognised in the current or prior periods for bad or doubtful debts in respect of the amounts owed by related parties.

Compensation of key management personnel of the Company
The remuneration of directors and other members of key management personnel during the period were as follows:

	6 Months ended April 30 2012 $	6 Months ended April 30 2011 $
Short-term benefits	260,000	435,564
Share-based payments	549,074	-

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

Outlook

The Company's immediate focus is to recommence full scale exploration activities its Luiri Hill gold project while undertaking studies to implement an early stage production strategy.

For additional information, please refer to the Company's website at www.luirigold.com and for regulatory filings, including news releases, please refer to www.SEDAR.com or www.asx.com.au.

Supplement to the Financial Statements

As at June 22, 2012, the following items were issued and outstanding:

- 197,431,905 common shares; and

- 22,100,000 common share purchase options with exercise prices ranging from $0.10 to $0.0.85 per common share and expiry dates ranging between April 1, 2015 and June 30, 2015.

June 22, 2012

Appendix A

Luiri Hill Gold Project Summarized Resource Estimate at 1 g/t Gold Cut-Off				
Matala Deposit				
	Lower Cut-Off Grade (g/t Au)	Tonnes (000's)	Average Grade (g/t Au)	Ounces (000's)
Indicated	1.0	3,204	2.7	278
Inferred	1.0	4,525	2.0	290
Dunrobin Deposit				
	Lower Cut-Off Grade (g/t Au)	Tonnes (000's)	Average Grade (g/t Au)	Ounces (000's)
Indicated	1.0	1,851	2.3	134
Inferred	1.0	1,011	1.7	56
Matala and Dunrobin Deposits Combined				
	Lower Cut-Off Grade (g/t Au)	Tonnes (000's)	Average Grade (g/t Au)	Ounces (000's)
Indicated	1.0	5,055	2.5	412
Inferred	1.0	5,536	1.9	346

Competent Person

The information in this report that relates to Mineral Resources is based on information compiled by Mr Brian Wolfe, B.Sc Hons (Geol), MAIG an employee of Coffey Mining Limited. Mr Wolfe has sufficient experience that is relevant to the style of mineralization and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Wolfe consents to the inclusion in the report of the matters based on this information in the form and context in which it appears.

LUIRI GOLD LIMITED
CORPORATE INFORMATION

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London, England

Evan Kirby
Director and Chief Executive Officer
Perth, Western Australia

Michael Langoulant[1]
Chief Financial Officer/Company Secretary
Perth, Western Australia

Robert Brown[1]
Non-executive Director
Perth, Western Australia

[1] Current members of the Audit Committee.

Stock Exchange Information

Australian Securities Exchange
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