

LIONGOLD CORP LTD
Company Registration No. 35500
(“Company”)
Incorporated in Bermuda

MINUTES OF THE SPECIAL GENERAL MEETING (“SGM”) OF THE COMPANY HELD AT LEVEL 3, MEETING ROOM 333, SUNTEC SINGAPORE CONVENTION & EXHIBITION CENTRE, 1 RAFFLES BOULEVARD, SUNTEC CITY, SINGAPORE 039593 ON MONDAY, 30 SEPTEMBER 2019 AT 10.00 A.M.

PRESENT: Please refer to the Attendance Sheet

1. INTRODUCTION

Ong Sing Huat (“**OSH**”) welcomed the shareholders present and introduced them to the Chairman of the Company, Mr Roland Kenneth Selvanayagam (“**Roland**”).

Roland, the Chairman of the board of directors of the Company (the “**Board**”), took the chair and welcomed the shareholders and representatives and/or proxies of shareholders to the SGM.

2. QUORUM

There being a quorum present, the Chairman declared the SGM opened. He then introduced the shareholders to the members of the Board present at the SGM.

Also present were representatives from B.A.C.S. Private Limited, the Singapore Share Transfer Agent of the Company and the polling agent appointed to assist with the poll, representatives from Zico BPO Pte. Ltd., the scrutineers appointed for the SGM (the “**Scrutineers**”), representatives from Xander Capital Pte Ltd, the independent financial adviser and representatives from Stamford Corporate Services Pte Ltd, the continuing sponsor of the Company (the “**Sponsor**”).

Also present was Mr Allen Yao (“**Mr Yao**”), a shareholder and director of Yao Capital Pte Ltd (“**Yao Capital**”). Yao Capital is interested in the resolutions to be passed. The Chairman informed the shareholders that after the conclusion of formal business, Stephen Jeffers (“**Stephen**”), the GM of Castlemaine Goldfields Pty Ltd. (“**Castlemaine**”) will give a short presentation of the Company’s gold mining activities.

3. NOTICE

The shareholders were informed that the SGM was called to seek shareholders' approval for the ordinary resolutions set out in the circular dated 6 September 2019 issued by the Company (the "**Circular**"), which had been despatched to the shareholders.

A shareholder, Toh Chew Yak, asked for the presentation on Castlemaine's gold mining activities to be done before the resolutions set out in the Agenda were deliberated, in order for the shareholders to have a better knowledge of the Company's activities. Another shareholder, Leng Swee Boon, seconded this proposal. The Chairman consented to this and invited Stephen to lead the presentation.

Stephen took shareholders present through his presentation (a copy of the presentation is enclosed with these minutes). Toh Chew Yak asked if there were any new ways to extract gold other than the traditional methods currently used. Stephen said that it may be done with chemicals, but it will be difficult to get approval to use those chemicals as they are corrosive.

A shareholder, Neo Yau Cheng asked how long the Ballarat gold mine would last and if there were any plans for the other tenements. Stephen said that in relation to the latter, this was a question for the Board to answer. As for the former, Stephen added that the mine can last approximately eighteen months, but it is a rolling eighteen months and the mine has been in operation for the past eight years. Neo Yau Cheng asked how Castlemaine maintains the consistency of the amount of gold mined. Stephen said that 40,000 ounces is actually the minimum output for the mine and it can actually be increased to approximately 70,000 to 80,000 ounces but this will require additional capital investment for the drilling and it would take a few years to get increased output. Neo Yau Cheng asked if the company is increasing its production in light of the rising gold prices. Stephen said that Castlemaine is already producing as much as it can with its current equipment and it is not something that can be increased immediately. Toh Chew Yak asked what was preventing the company from getting more drills. Stephen said that drilling is expensive and it costs A\$2,000,000 per diamond drill per year. Toh Chew Yak asked about new methods of detecting gold. Stephen said that the new methods, such as testing conductivity, does not provide enough resolution for detection and these methods are more for regional scale exploration and not for precise in-mine exploration.

Neo Yau Cheng asked Mr Yao what the plan was for the Company. Mr Tan Soo Khoon Raymond, Group Chief Executive Officer, ("**Raymond**") said that this would be addressed later during the formal business of the meeting.

After the presentation, there being no objection from the shareholders present, the Notice convening the SGM dated 6 September 2019 was taken as read.

4. POLLING

The Chairman informed the shareholders that he had been appointed as proxy by some shareholders in his capacity as Chairman of the SGM and he would be voting in accordance with their instructions. The shareholders were also informed that in accordance with Rule 730A (2) of the Catalist Rules, all resolutions to be tabled at this SGM would be voted by way of poll. The Chairman then announced that B.A.C.S Private Limited had been appointed as the polling agent and Zico BPO Pte. Ltd. had been appointed as scrutineers for the SGM.

There being no objection from the shareholders present, Fang Chen, a representative from the Scrutineer's office, provided a brief overview of the polling process to the shareholders at the SGM.

Before the Chairman took the shareholders through the resolutions to be deliberated upon and passed, Raymond interrupted and said that the presentation on Castlemaine will be uploaded onto the Company's website for the benefit of the shareholders not present.

The Chairman informed the shareholders that Ordinary Resolutions 1, 2, 3 and 4 (the "**Yao Subscription Resolutions**") were inter-conditional, and that in the event that any of the Yao Subscription Resolutions were not passed, the other Yao Subscription Resolutions would not be passed. However, the Yao Subscription Resolutions were not conditional on the passing of Ordinary Resolutions 5 and 6.

There being no further questions, the SGM then proceeded with the formal business on the Agenda.

5. ORDINARY RESOLUTION 1 THE PROPOSED YAO SUBSCRIPTION

OSH read Ordinary Resolution 1 out in full. Questions relating to Ordinary Resolution 1 were invited from the shareholders.

Neo Yau Cheng repeated his question, asking Mr Yao what his plan was for the Company. Mr Yao, responding in Mandarin, said that Yao Capital proposes to increase capital expenditure for the mining operations and continue to look for further opportunities for the Company and that there will be mutual benefit for all the parties.

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A shareholder, Gary Teo Teck Chye, referred to Page 47 of the Circular. He asked Mr Yao about the diversification of the Company's business beyond gold mining. Mr Yao said that there are future plans to be explored at a later date. Gary Teo Teck Chye asked Mr Yao which area of business he was considering and Mr Yao replied that he had not identified a specific area of business to go into at the moment, as they were still exploring their options. Raymond added that the core business will still be gold mining and if it is proposed to be changed, the Company will have to get Sponsor, SGX and then shareholders' approval.

A shareholder, Wong Ai Cheng, asked if Mr Yao had the intention to move and expand the Company's business activities to China. Mr Yao said that they would explore expanding the Company's operations into China but there were no plans at the moment.

Toh Chew Yak asked if Yao Capital would inject more capital into the Company to increase the amount of gold produced. Raymond said that this is obvious as it would not make sense for Yao Capital to acquire shares in the Company and leave it as it is. He said that the Board would go into details after the exercise has been completed.

Neo Yau Cheng asked about the RCB extension. Raymond said that the 51% shareholder of Yao Capital, Mr Yao Liang, was not in Singapore as he had to attend to emergency family matters in China. He will attend to completion matters at the end of this week when he returns to Singapore. As such, the Company decided to make the extension .

A shareholder, Michael Ho, asked if there was any possibility that takeover price will increase. Raymond said that this is not a takeover and advised shareholders to look at it as a rescue situation. The Company has had a US\$20 million debt since 2015. At the present, there is very little possibility of settling this debt from the Company's internal resources. Yao Capital has offered to take over the debt for the purposes of converting the debt into equity and this would clean up the Company's financial statements. Raymond reaffirmed that as stated in the letter from the Independent Financial Advisor, this price is approximately a 566% premium to the adjusted NTA per share and added that this is the only practical price that this transaction can be done; there is little to no disadvantage to the shareholders.

Neo Yau Cheng said that the Company bought Castlemaine for around \$60,000,000 in 2012, so Yao Capital was getting a good deal for \$23,000,000. Raymond said that LionGold did not pay cash for Castlemaine. The Company did a share swap and there was never any cash involved. Raymond said that the value in 2012 cannot be compared as things were good at the time when the Company bought over Castlemaine. Toh Chew Yak said that he would support the transaction if the Company does not squeeze the minority shareholders out. Raymond said that Company has always been fair and had always made full disclosure.

As there were no further questions from the shareholders, Ordinary Resolution 1 was duly proposed by Raymond (a shareholder) and seconded by Jessica Teo Qin Pei (a shareholder).

**6. ORDINARY RESOLUTION 2
THE WHITEWASH RESOLUTION**

OSH read Ordinary Resolution 2 in full. Questions relating to Ordinary Resolution 2 were invited from the shareholders.

As there were no further questions from the shareholders, Ordinary Resolution 2 was duly proposed by Chua Shiu Jean (a shareholder) and seconded by Jessica Teo Qin Pei (a shareholder).

**7. ORDINARY RESOLUTION 3
THE PROPOSED TRANSFER OF CONTROLLING INTEREST**

OSH read Ordinary Resolution 3 in full. Questions relating to Ordinary Resolution 3 were invited from the shareholders.

As there were no further questions from the shareholders, Ordinary Resolution 3 was duly proposed by Jessica Teo Qin Pei (a shareholder) and seconded by Chua Shiu Jean (a shareholder).

**8. ORDINARY RESOLUTION 4
THE PROPOSED DEBT RESTRUCTURING TERMINATION**

OSH read Ordinary Resolution 4 in full. Questions relating to Ordinary Resolution 4 were invited from the shareholders.

As there were no further questions from the shareholders, Ordinary Resolution 4 was duly proposed by John Lim Ngi Liang (a shareholder) and seconded by Jessica Teo Qin Pei (a shareholder).

**9. ORDINARY RESOLUTION 5
THE PROPOSED RCB TERMINATION WHICH CONSTITUTES AN INTERESTED
PERSON TRANSACTION UNDER CHAPTER 9 OF THE CATALIST RULES**

OSH read Ordinary Resolution 5 in full. Questions relating to Ordinary Resolution 5 were invited from the shareholders.

As there were no further questions from the shareholders, Ordinary Resolution 5 was duly proposed by John Lim Ngi Liang (a shareholder) and seconded by Jessica Teo Qin Pei (a shareholder).

**10. ORDINARY RESOLUTION 6
THE PROPOSED GRANT OF OPTIONS AND ISSUANCE OF OPTION SHARES
WHICH CONSTITUTE INTERESTED PERSON TRANSACTIONS UNDER CHAPTER 9
OF THE CATALIST RULES**

OSH read Ordinary Resolution 6 in full. Questions relating to Ordinary Resolution 6 were invited from the shareholders.

As there were no further questions from the shareholders, Ordinary Resolution 6 was duly proposed by Jessica Teo Qin Pei (a shareholder) and seconded by Chua Shiu Jean (a shareholder).

11. POLLING

The Chairman then put the motion to vote by poll and Fang Chen briefed the shareholders on the voting procedures. The SGM then proceeded with the formalities for the conduct of the poll.

As the counting of the votes by the scrutineers would take some time, the Chairman adjourned the SGM at 11:27 a.m., with the consent of the shareholders, for the counting and verification of the votes to be carried out.

12. RESULTS OF POLL

After the scrutineers had completed the counting and verification of the votes, the scrutineers presented the results of the poll to the Chairman. The Chairman re-convened the SGM at 11:42 a.m. to announce the results of the poll as follows:

Voting Results for Ordinary Resolution 1

No. of shares voted "FOR"	:	1,906,512,495 representing 99.93% of the total number of shares held by shareholders who attended and voted at the SGM.
No. of shares voted "AGAINST"	:	1,258,000 representing 0.07% of the total number of shares held by shareholders who attended and voted at the SGM.

The Chairman therefore declared ordinary resolution 1 CARRIED.

Voting Results for Ordinary Resolution 2

No. of shares voted "FOR" : 1,906,512,495 representing 99.93% of the total number of shares held by shareholders who attended and voted at the SGM.

No. of shares voted "AGAINST" : 1,258,000 representing 0.07% of the total number of shares held by shareholders who attended and voted at the SGM.

The Chairman therefore declared ordinary resolution 2 CARRIED.

Voting Results for Ordinary Resolution 3

No. of shares voted "FOR" : 1,906,512,495 representing 99.93% of the total number of shares held by shareholders who attended and voted at the SGM.

No. of shares voted "AGAINST" : 1,258,000 representing 0.07% of the total number of shares held by shareholders who attended and voted at the SGM.

The Chairman therefore declared ordinary resolution 3 CARRIED.

Voting Results for Ordinary Resolution 4

No. of shares voted "FOR" : 1,092,724,373 representing 99.91% of the total number of shares held by shareholders who attended and voted at the SGM.

No. of shares voted "AGAINST" : 1,028,000 representing 0.09% of the total number of shares held by shareholders who attended and voted at the SGM.

The Chairman therefore declared ordinary resolution 4 CARRIED.

Voting Results for Ordinary Resolution 5

No. of shares voted "FOR" : 1,092,724,373 representing 99.91% of the total number of shares held by shareholders who attended and voted at the SGM.

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No. of shares voted "AGAINST" : 1,028,000 representing 0.09% of total number of shares held by shareholders who attended and voted at the SGM.

The Chairman therefore declared ordinary resolution 5 CARRIED.

Voting Results for Ordinary Resolution 6

No. of shares voted "FOR" : 1,092,419,373 representing 99.88% of the total number of shares held by shareholders who attended and voted at the SGM.

No. of shares voted "AGAINST" : 1,333,000 representing 0.12% of the total number of shares held by shareholders who attended and voted at the SGM.

The Chairman therefore declared ordinary resolution 6 CARRIED.

13. CONCLUSION

There being no other business, the Chairman declared the SGM closed at 11.43 a.m..

Confirmed as a true record of minutes



Roland Kenneth Selvanayagam
Chairman

Note: Unless otherwise defined in these minutes of SGM, the capitalised terms used in these minutes of SGM shall bear the same meanings ascribed to them in the circular dated 6 September 2019.