BUREY GOLD LIMITED

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A.B.N. 14 113 517 203

20 January 2016

BUREY GOLD

The Manager Market Announcements Office ASX Ltd 4th Floor, 20 Bridge Street SYDNEY, NSW 2000

Dear Sir

NEW ISSUE OF SECURITIES

Burey Gold Limited (ASX: BYR) refers to its announcement made on 19 January 2016 for the issue of 68.5 million fully paid ordinary shares and 68.5 million attaching options.

An Appendix 3B is attached with respect to the new securities issue and the Company gives notice that:

- it issued the securities without disclosure to investors under Part 6D.2 of the Corporations Act 2001 ("Act");
- this notice is being given under section 708A(5)(e) of the Act;
- as at today's date, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - (ii) section 674 of the Act; and
- as at today's date there is no other information that is excluded information which is required to be set out in this notice pursuant to section 708A(6)(e) of the Act.

Yours faithfully

Khas

Susmit Shah Director

rRule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

BUREY GOLD LIMITED

ABN

1

14 113 517 203

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

+Class of +securities issued or to be issued

Shares and options to acquire ordinary shares

Number of +securities issued or to be issued (if known) or maximum number which may be issued

Principal terms of the *securities (e.g. if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion) 68,500,000 shares 68,500,000 options

Fully paid ordinary shares

Each option entitles the holder to subscribe for one share on or before 31 July 2017 at an exercise price of \$0.05.

⁺ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	Yes, rank equally with the existing listed class of shares and options respectively (BYR and BYRO).
	If the additional +securities do not rank equally, please state: the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	
5	Issue price or consideration	Shares were issued at \$0.02 each, with one free attaching option for every share subscribed.
	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Refer to the Company's announcement dated 19 January 2016. Funds for exploration expenditure including at the Giro Gold Project.
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A?	Yes
	If Yes, complete sections 6b – 6h <i>in relation</i> <i>to the *securities the subject of this Appendix</i> <i>3B</i> , and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	27 November 2015
<u>6</u> c	Number of *securities issued without security holder approval under rule 7.1	68,500,000 options
6d	Number of +securities issued with security holder approval under rule 7.1A	68,500,000 shares
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	Number of +securities issued under an exception in rule 7.2	Nil

⁺ See chapter 19 for defined terms.

6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Yes. Issue date – 19 January 2016 Issue price - \$0.02 15 day VWAP preceding issue date (source: IRESS) - \$0.0162	
6h	If ⁺ securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
61	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer attached Annexure 1	
615			
P	+Issue dates	19 January 201	6
	Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.		
	Cross reference: item 33 of Appendix 3B.		
		Number	+Class
8	Number and ⁺ class of all ⁺ securities quoted	842,759,758	Ordinary Shares
	on ASX (<i>including</i> the ⁺ securities in section		-
60	2 if applicable)	437,266,173	Options exercisable at \$0.05 each on or before
			31 July 2017
		Number	+Class
(9)	Number and ⁺ class of all ⁺ securities not		
	quoted on ASX (including the +securities	47,500,000	Options exercisable at \$0.05 on or before 31
((/))	in section 2 if applicable)		December 2016
0 D			
		17,000,000	Performance Rights expiring 31 December
05			2017
\bigcirc			
10	Dividend policy (in the case of a trust,	Newly issued s	shares have the same entitlement to dividends as
	distribution policy) on the increased	existing shares	
77	capital (interests)	0	
(\bigcirc)	Part 2 Pro rata issue N	lot Annlia	abla
	Part 2 - Pro rata issue N		anic
	Is security holder approval required?		

Is the issue renounceable or nonrenounceable?

⁺ See chapter 19 for defined terms.

13	Ratio in which the ⁺ securities will be offered	
14	⁺ Class of ⁺ securities to which the offer relates	
15	⁺ Record date to determine entitlements	
	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new offer documents	
	Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
	Names of any brokers to the issue	
$(\overline{)}$		
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to	
	brokers who lodge acceptances or renunciations on behalf of security	
25	holders If the issue is contingent on security	
	holders' approval, the date of the meeting	
\bigcirc		
	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the entity has issued options, and the	
27	terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	

⁺ See chapter 19 for defined terms.

28	Date rights trading will begin (if applicable)
29	Date rights trading will end (if applicable)
30	How do security holders sell their entitlements <i>in full</i> through a broker?
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?
	How do security holders dispose of their entitlements (except by sale through a broker)?
\bigcirc_{33}	+Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

Type of ⁺securities (*tick one*)



+Securities described in Part 1



(Ь)

35

All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders

If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories

1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over

⁺ See chapter 19 for defined terms.

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A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of ⁺ securities for which ⁺ quotation is sought		
39	⁺ Class of ⁺ securities for which quotation is sought		
40	Do the ⁺ securities rank equally in all respects from the ⁺ issue date with an existing ⁺ class of quoted ⁺ securities?		
	 If the additional *securities do not rank equally, please state: the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment 		
(D)	 the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 		
41	Reason for request for quotation now		
\bigcirc	Example: In the case of restricted securities, end of restriction period		
	(if issued upon conversion of another ⁺ security, clearly identify that other ⁺ security)		
		Number	+Class
42 ())	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in clause 38)	Number	+Class

Number	+Class	

⁺ See chapter 19 for defined terms.

Quotation agreement

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⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.

We warrant the following to ASX.

• The issue of the *+*securities to be quoted complies with the law and is not for an illegal purpose.

- There is no reason why those +securities should not be granted +quotation.
- An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.

We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Date: 20 January 2016

Print name: Susmit Shah

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⁺ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

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Rule 7.1 – Issues exceeding 15% o	f capital	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
Insert number of fully paid ⁺ ordinary securities on issue 12 months before the +issue date or date of agreement to issue	he 575,368,925	
Acid the following:		
• Number of fully paid ⁺ ordinary securities issued in that 12 month period under an exception in rule 7.2	-	
 Number of fully paid ⁺ordinary securities issued in that 12 month period with shareholder approval: 		
 Issued on 20/5/2015, ratified by shareholders on 23/6/2015 Issued on 30/6/2015, ratified by shareholders on 27/11/2015 	50,000,000 63,333,333	
- Issued on 30/10/2015, ratified by shareholders on 27/11/2015	85,557,500	
 Number of partly paid ⁺ordinary securities that became fully paid in that month period Note: Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 		
Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period	-	
"A"	774,259,758	
Step 2: Calculate 15% of "A"	· · ·	
-"B"	0.15	
	[Note: this value cannot be changed]	
Multiply "A" by 0.15	116,138,964	

⁺ See chapter 19 for defined terms.

Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used

<i>Insert</i> number of ⁺ equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:	01/12/2015: 19/01/2016:	10,000,000 options 68,500,000 options	
 Under an exception in rule 7.2 		(the subject of this App 3B)	
Under rule 7.1A		(pp 0D)	
• With security holder approval under rule 7.1 or rule 7.4 Note:			
 This applies to equity securities, unless specifically excluded – not just ordinary securities 			
 Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed 			
It may be useful to set out issues of securities on different dates as separate line items			
" C "		78,500,000	

Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1

"A" x 0.15	116,138,964
Note: number must be same as shown in Step 2	
Subtract "C"	(78,500,000)
Note: number must be same as shown in Step 3	
<i>Total</i> ["A" x 0.15] – "C"	37,638,964
	[Note: this is the remaining placement capacity under rule 7.1]
Part 2	

Rule 7.1A – Additional placement capacity for eligible entities Step 1: Calculate "A", the base figure from which the placement capacity is calculated "A" 774,259,758 Note: number must be same as shown in Step 1 of Part 1 Step 2: Calculate 10% of "A" "D" 0.10 Note: this value cannot be changed Multiply "A" by 0.10 77,425,976

⁺ See chapter 19 for defined terms.

Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used

 Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: This applies to equity securities – not just ordinary securities Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained It may be useful to set out issues of securities on different dates as 	19/01/2016: (the subject of this A	68,500,000 shares opp 3B)
separate line items		
"E"		68,500,000

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A

	'A" x 0.10	77,425,976
	Note: number must be same as shown in Step 2	
	Subtract "E"	68,500,000
Ų	Note: number must be same as shown in Step 3	
	<i>Total</i> ["A" x 0.10] – "E"	8,925,976
		Note: this is the remaining placement capacity under rule 7.1A

⁺ See chapter 19 for defined terms.