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ABN 11 113 931 105

20 May 2015

Dear Shareholder

BIRIMIAN GOLD LIMITED – PRO-RATA NON-RENOUNCEABLE RIGHTS ISSUE

As announced on 18 May 2015, Birimian Gold Limited (ACN (113 931 105)) (**BGS**) is undertaking a 1:3 pro rata non-renounceable rights issue (**Rights Issue** or **Offer**) of approximately 288,777,996 fully paid ordinary shares at the issue price of \$0.011 (**New Shares**) together with one (1) free attaching option (**New Option**) for every two (2) New Shares subscribed for, to raise approximately \$3,176,558 (before costs). The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC and ASX on 18 May 2015.

The Company will use the funds raised under the Rights Issue for evaluation drilling, technical studies and reconnaissance exploration within its Massigui Project in Mali, prospect evaluation at the Basawa Project in Liberia, identification and evaluation of potential West African gold projects, expenses of the Offer and for working capital purposes.

The Offer is being made to all shareholders of the Company named on its register of members at 5.00pm (WST) on 25 May 2015, whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

New Shares will rank equally with all fully paid ordinary shares in the capital of the Company (**Shares**) already on issue.

The New Options will be listed and exercisable at \$0.015 on or before the three year anniversary of their issue or an accelerated expiry date in certain circumstances.

Following completion of the Offer (assuming full subscription and that no other Options are issued), the Company will have issued approximately 288,777,996 New Shares and 144,388,998 New Options resulting in total Shares on issue of approximately 1,155,111,983 and total Options on issue of approximately 346,213,996.

A copy of the Prospectus is available on ASX's and BGS's website. Eligible Shareholders will be mailed a Prospectus together with an Entitlement and Acceptance Form no later than 28 May 2015. Your entitlement will be set out on the personalised Entitlement and Acceptance Form accompanying the Prospectus.

For the purposes of calculating each Eligible Shareholders' entitlement, fractions of entitlements have been rounded up to the nearest whole number of New Shares.

Actions required of Eligible Shareholders

There are a number of actions Eligible Shareholders may take:

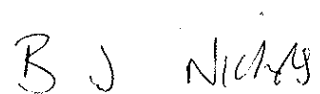
- You may wish to accept all of your rights to subscribe for New Shares and New Options pursuant to the Prospectus (**Entitlement**). To take up all of your Entitlements you will need to ensure your application money for the Entitlements you wish to take up is received by Computershare Investor Services Pty Ltd (**Share Registry**) no later than 5.00pm (WST) on 9 June 2015, by completing and returning your Entitlement and Acceptance Form together with your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the amount indicated on the Entitlement and Acceptance Form.
- You may wish to accept part of your Entitlement. To take up part of your Entitlement you will need to ensure your application money for the Entitlements you wish to take up is received by the Share Registry no later than 5.00pm (WST) on 9 June 2015, by completing and returning your Entitlement and Acceptance Form by filling in the number of New Shares you wish to accept in the space provided on the Entitlement and Acceptance Form together with your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the appropriate application monies (at \$0.011 per New Share).
- You may wish to apply for securities in excess of your Entitlement (being your full Entitlement and securities under the shortfall, if any). To subscribe for an excess of your Entitlement you will need to, in addition to (a), ensure your application money for the additional securities you wish to take up is received by the Company by no later than 5.00pm (WST) on 9 June 2015, by completing and returning your Entitlement and Acceptance Form by filling in the number of additional securities you wish to subscribe for in the space provided on the Entitlement and Acceptance Form together with an additional cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the appropriate application monies for the additional securities (at \$0.011 per New Share).
- You may do nothing. If you choose to do nothing with your Entitlements, while you will continue to hold the same number of Shares, your interest in the Company will be diluted and you will receive no value for your Entitlement.

Key dates for the Offer

Event	Proposed Date
Prospectus and Appendix 3B lodged with ASX Notification sent to option holders	18 May 2015
Notice of Rights Issue sent to security holders	20 May 2015
Existing shares quoted on an 'ex' basis	21 May 2015
Record date	25 May 2015
Despatch of Prospectus to Eligible Shareholders Offer Period Opens	28 May 2015
Offer Period Closes	9 June 2015
Securities quoted on a deferred settlement basis.	10 June 2015
Notification of under-subscriptions to ASX (if any)	12 June 2015
Securities Issued	15 June 2015

If you have any queries concerning the Rights Issue, or the action you are required to take to subscribe under the Offer, please contact your financial adviser or Beverley Nichols, BGS's Company Secretary, on +61(08) 9286 3045.

Yours sincerely

A handwritten signature in black ink, appearing to read "B J Nichols".

Beverley Nichols
Company Secretary