

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 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.

Ineligible shareholders

A Shareholder who has a registered address outside Australia and New Zealand (**Ineligible Shareholder**) will not be eligible to participate in the Offer.

You are not eligible to participate in the Offer and you will not be sent a copy of the Prospectus. This decision has been made pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia and New Zealand compared with the small

number of Ineligible Shareholders and the number and value of New Shares and New Options to which they would otherwise be entitled.

Pursuant to Section 615 of the *Corporations Act 2001* (Cth), the Company will appoint a **(Nominee)** to sell the New Shares and New Options pursuant to the Prospectus **(Entitlements)** to which Ineligible Shareholders are entitled. The Nominee will have the absolute and sole discretion to determine the timing and price at which the Entitlements may be sold and the manner of any such sale.

Any interest earned on the proceeds of the sale of these Entitlements will firstly be applied against expenses of such sale, including brokerage, and any balance will accrue to Ineligible Shareholders as described below.

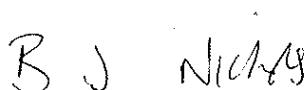
The net proceeds of the sale of these Entitlements will then be forwarded by the Company as soon as practicable to the Ineligible Shareholders, in proportion to their share of such Entitlements (after deducting brokerage commission and other expenses). If any such net proceeds of sale are less than the reasonable costs that would be incurred by the Company for distributing those proceeds, such proceeds may be retained by the Company.

Notwithstanding that the Nominee may sell Entitlements, Ineligible Shareholders may nevertheless receive no net proceeds if the costs of the sale are greater than the sale proceeds.

There is no guarantee that the Nominee will be able to sell the Entitlements of Ineligible Shareholders on ASX and Ineligible Shareholders may receive no value for the Entitlements. Both the Company and the Nominee take no responsibility for the outcome of the sale of such Entitlements or the failure to sell such Entitlements.

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