



BUREY GOLD

BUREY GOLD LIMITED

ACN 113 517 203

NOTICE OF GENERAL MEETING

TIME: 2.30pm (WST)

DATE: Tuesday, 23 June 2015

PLACE: The Business Centre, Level 1, Suite 5, 55 Salvado Road, Subiaco, Western Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

If you wish to discuss the matters in this Notice of Meeting please contact the Company Secretary on (+61 8) 9381 2299.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Meeting to which this Notice relates will be held at 2.30pm (WST) on Tuesday, 23June 2015 at The Business Centre, Level 1, Suite 5, 55 Salvado Road, Subiaco, Western Australia.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on 22June 2015.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

Your vote is important. If you are unable to attend the Meeting in person, you can vote by submitting a proxy. To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

NOTICE OF GENERAL MEETING

Notice is given that the Meeting of Shareholders of Burey Gold Limited will be held at 2.30pm (WST) on Tuesday, 23 June 2015 at The Business Centre, Level 1, Suite 5, 55 Salvado Road, Subiaco, Western Australia.

The Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice.

Terms and abbreviations used in this Notice are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

1. RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 50,000,000 Shares in November 2014 to raise \$1,000,000 on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 1 by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. RESOLUTION 2 – APPROVAL TO ISSUE SECURITIES FOR THE GIRO ACQUISITION

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 50,000,000 Shares in May 2015 to raise \$1,600,000 on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 2 by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Explanatory Notes

How the Chair will vote available proxies- The Chair of the Meeting intends to vote all available proxies in favour of all of the resolutions set out in the Notice.

Default to the Chair – Any directed proxies that are not voted on a poll at the Meeting will automatically default to the Chair of the Meeting, who is required to vote proxies as directed.

Dated: 19 May 2015
By Order of the Board

Susmit Shah
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 2.30pm (WST) on Tuesday, 23 June 2015 at The Business Centre, Level 1, Suite 5, 55 Salvado Road, Subiaco, Western Australia.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. BACKGROUND TO THE RESOLUTIONS

Since the Company's last Shareholders' meeting, the Company has completed a number of securities issues within its 15% and 10% placement capacities afforded by ASX Listing Rules 7.1 and 7.1A respectively to raise capital for continuing exploration activity, particularly at the Giro Gold Project in the Democratic Republic of Congo. Resolutions 1 and 2 seek ratification of those prior securities issues so as to retain the flexibility to issue equity securities in the future up to the 15% and 10% annual placement capacities set out in ASX Listing Rule 7.1 and 7.1A respectively without the requirement to obtain prior Shareholder approval.

2. RESOLUTION 1 - RATIFICATION OF ISSUE OF SHARES

In November 2014, the Company completed a share placement to professional, sophisticated and other exempt investors at an issue price of \$0.02 per Share to raise \$1 million before expenses of the issue.

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) 50,000,000 Shares were issued on 26 November 2014 (these Shares were issued under the Company's 10% placement capacity in accordance with ASX Listing Rule 7.1A);
- (b) the issue price for the Shares was \$0.02 each to raise a total of \$1,000,000 before expenses of the issue;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to sophisticated and professional investors, none of whom are related parties of the Company; and
- (e) the funds raised from the capital raising were to augment the Company's working capital for use on exploration activities including at the Giro Gold Project.

A voting exclusion statement is included in the Notice.

3. RESOLUTION 2 – RATIFICATION OF ISSUE OF SHARES

On 10 April 2015, the Company announced that it had entered into a share subscription agreement (the "Agreement") with Jasper Ex B.V ("JasperEx") for the placement of 50 million shares to raise \$1.6 million in gross proceeds.

Under the terms of the Agreement, JasperEx made an immediate and unconditional cash advance of \$700,000 to Burey to be settled ultimately by the issue of 21,875,000 Shares with the remaining \$900,000 becoming payable upon completion of due diligence by JasperEx to its sole satisfaction and JasperEx completing a separate transaction for the acquisition of Shares from an existing holder. As at the date of this Notice, JasperEx has confirmed that all conditions precedent have been satisfied and that the Agreement is unconditional. Consequently the receipt of the remaining \$900,000 in gross proceeds and the issue of 50 million shares is expected to be completed any time now and before the date of the Meeting.

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) 50,000,000 Shares will be issued between the date of this Notice and the date of the Meeting;
- (b) the issue price for the Shares is \$0.032 each to raise a total of \$1,600,000 before expenses of the issue;
- (c) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares will be issued to Jasper Ex B.V (or its nominee), which is not a related party of the Company;and
- (e) the funds raised from the capital raising for use on exploration activities including at the Giro Gold Project.

A voting exclusion statement is included in the Notice.

GLOSSARY

\$ means Australian dollars.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Burey or Company means Burey Gold Limited (ACN 113 517 203).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or Meeting means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Securities means Shares and Options.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

Completed Proxy can be lodged:

BY MAIL: **Level 1, Suite 5, The Business Centre,
55 Salvado Road, Subiaco,
Western Australia 6008**
Or
**P O Box 131
Subiaco, Western Australia 6904**

BY FAX: **(61 8) 9380 6761**

BY email: **proxy@bureygold.com**

For your vote to be effective, the completed proxy form must be received by 2.30pm (Perth time),
21 June 2015

How to complete the Proxy Form**1 Appointment of a Proxy**

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

2 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

3 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together.

4 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above no later than 48 hours before the time of the Annual General Meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

STEP 1**APPOINTMENT OF PROXY**

I/We being a member/s of **Burey Gold Limited** and entitled to attend and vote hereby appoint

The Chairman
of the Meeting
(mark with an "X")

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding your own name) you are appointing as your proxy.

Or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Burey Gold Limited to be held on 23 June 2015 and at any adjournment of that meeting.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on each Resolution by marking the appropriate box below under VOTING DIRECTIONS (STEP 2). In the absence of any specific direction, the Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

STEP 2**VOTING DIRECTIONS TO YOUR PROXY**

PLEASE MARK TO INDICATE YOUR DIRECTIONS

	For	Against	Abstain*
Resolution 1 – Ratification of prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Ratification of prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGN

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and
Sole Company Secretary

Director

Director/Company Secretary

Dated: ___/___/2015