



Suite 9, 5 Centro Ave, Subiaco WA 6008
P.O. Box 457, West Perth, WA 6872, Australia
Ph+61 8 9286 3045
Fax: +61 8 9226 2027
info@birimiangold.com
ABN 11 113 931 105

30 June 2016

The Company Announcements Office
Australian Securities Exchange Limited

via electronic lodgement

NEW ISSUES AND SECONDARY TRADING NOTICE

Birimian Gold Limited (ASX:BGS) ("Birimian" or "the Company") advises that on 30 June 2016 it issued (a) 187,669 ordinary shares following the exercise of listed options exercise at \$0.15 each to raise \$28,150; (b) 488,753 ordinary shares at \$0.15 each to raise \$73,313, pursuant to the option underwriting agreement as announced on 3 June 2016; (c) 2,000,000 ordinary shares following receipt of shareholder approval on 17 June 2016; (d) 7,315,000 unlisted options exercisable at \$0.104 on or before 26 February 2021, following receipt of shareholder approval on 17 June 2016; (e) 5,225,000 performance rights which lapse on or before 30/06/2021, following receipt of shareholder approval on 17 June 2016; (f) 20,833,334 ordinary shares at \$0.24 to raise \$5,000,000, pursuant to the Placement as announced on 21 June 2016 ("Placement") and (g) 4,000,000 unlisted options exercisable at \$0.336 each on or before 30 June 2018, pursuant to the Placement as announced on 21 June 2016.

Additional information required under ASX Listing Rule 3.10.5A

The Company provides the information as required under ASX Listing Rule 3.10.5A as follows:

- a) Dilution to existing shareholders as a result of the Placement is as follows:

Placement issue under Listing Rule 7.1	10.68%
Placement issue under Listing Rule 7.1A	1.01%
Total dilution as a result of the Placement	11.69%

- b) The Company undertook the Placement as it was considered to be the most certain and efficient method for raising the required funds at the time. The capital raised funds Birimian through its current drilling campaign to resource definition and a scoping study at its potential high-grade Bougouni Lithium Project.
- c) The Placement was not underwritten.

If you have any queries, please contact the Managing Director, Mr Kevin Joyce or the Company Secretary, Ms Beverley Nichols, on +61 8 9286 3045

Additional information may also be viewed on Birimian Gold Limited's website at www.birimiangold.com.

- d) A placement fee of 6% of the total funds raised is payable in relation to the Placement.

Secondary Trading Notice

The Corporations Act ("the Act") restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A of the Act. By the Company giving this notice, sale of the Shares noted above will fall within the exemption in section 708A (5) of the Act.

Accordingly, the Company gives notice pursuant to section 708A (5)(e) of the Act that:

- 1) the Shares were issued without disclosure to investors under Part 6D.2 of the Act;
- 2) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company and section 674 of the Act; and
- 3) there is no excluded information as at the date of this notice, for the purpose of sections 708A (7) and (8) of the Act.

Yours faithfully

Beverley Nichols
Company Secretary

If you have any queries, please contact the Managing Director, Mr Kevin Joyce or the Company Secretary, Ms Beverley Nichols, on +61 8 9286 3045

Additional information may also be viewed on Birimian Gold Limited's website at www.birimiangold.com.

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

Birimian Gold Limited

ABN

11 113 931 105

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).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | <div><div>a) Fully Paid Ordinary Shares ("Shares")</div><div>b) Fully Paid Ordinary Shares ("Shares")</div><div>c) Fully Paid Ordinary Shares ("Shares")</div><div>d) Unlisted Options ("Options")</div><div>e) Performance Rights ("Performance Rights")</div><div>f) Fully paid Ordinary Shares ("Shares")</div><div>g) Unlisted Options ("Options")</div></div> |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <div><div>a) 187,669</div><div>b) 488,753</div><div>c) 2,000,000</div><div>d) 7,315,000</div><div>e) 5,225,000</div><div>f) 20,833,334</div><div>g) 4,000,000</div></div> |

<p>3 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)</p>	<p>a) Fully Paid Ordinary Shares b) Fully Paid Ordinary Shares c) Fully Paid Ordinary Shares d) Unlisted Options over Fully Paid Ordinary Shares with an exercise price of \$0.104 and an expiry date of 26 February 2021 e) Performance Rights as approved by Shareholders on the 17 June 2016 under the Company's Performance Rights Plan. The terms and conditions of the Rights are:</p> <ul style="list-style-type: none"> • 1,500,000 will vest upon the Company declaring a resource of 250,000 tonnes or more of Li₂O at a JORC inferred or higher level at its Goulamina Project; • 1,750,000 will vest upon completing and publishing a scoping study that confirms the Goulamina Project has the potential to be a profitable project based on the known resource and at the prevailing relevant prices at the time; and • 1,975,000 will vest upon completing and publishing a further study towards development (pre-feasibility or higher) further supporting the scoping study confirmations that the Goulamina Project has the potential to be a profitable project based on the known resource and at the prevailing relevant prices at the time. <p>Any of the Performance Rights that do not vest by 30 June 2021 will lapse.</p> <p>f) Fully paid Ordinary Shares g) Unlisted Options over Fully Paid Ordinary Shares with an exercise price of \$0.336 and an expiry date of 30 June 2018</p>
<p>4 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>a) Yes b) Yes c) Yes d) No – the shares issued pursuant to the exercise of Options will rank equally with the currently quoted shares e) No - the shares issued pursuant to the exercise of Performance Rights will rank equally with the currently quoted shares f) Yes g) No - the shares issued pursuant to the exercise of Options will rank equally with the currently quoted shares</p>

⁺ See chapter 19 for defined terms.

5	Issue price or consideration	a) \$0.15 b) \$0.15 c) Nil d) Nil e) Nil f) \$0.24 g) Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	a) Exercise of Listed Options over Fully Paid Ordinary Shares with an exercise price of \$0.15 and an expiry date of 15 June 2016 b) Shares issued pursuant to the options underwriting agreement as announced on 3 June 2016 c) Success bonus for the identification and securing of the Bougouni Lithium Project d) Issue of related party incentive options following shareholder approval at the General Meeting held on 17 June 2016 e) Issue of related party incentive performance rights following shareholder approval at the General Meeting held on 17 June 2016 f) Placement as announced on 21 June 2016 g) Placement as announced on 21 June 2016
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the ⁺ securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	17 June 2016
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	23,517,677
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	1,804,410
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	187,669						
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.	Securities issued on 30 June 2016 at \$0.24 per share, the 15 day VWAP was \$0.28 per share						
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						
6i	Calculate the entity’s remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Nil Listing Rule 7.1 13,874,041 Listing Rule 7.1A						
7	+Issue dates 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.	30 June 2016						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>178,106,606</td><td>ORD</td></tr><tr><td>5,225,000</td><td>Performance Rights which lapse on or before 30/06/2021.</td></tr></table>	Number	+Class	178,106,606	ORD	5,225,000	Performance Rights which lapse on or before 30/06/2021.
Number	+Class							
178,106,606	ORD							
5,225,000	Performance Rights which lapse on or before 30/06/2021.							

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	
	1,450,000	Unlisted Options with an exercise price of \$0.20 and an expiry date of 11/12/2016.
	1,450,000	Unlisted Options with an exercise price of \$0.21 and an expiry date of 12/12/2017.
	13,983,000	Unlisted Options with an exercise price of \$0.25 and an expiry date of 27/04/2017.
	700,000	Unlisted Options with an exercise price of \$0.14 and an expiry date of 27/04/2017.
	7,315,000	Unlisted Options with an exercise price of \$0.104 and an expiry date of 26/02/2021.
	4,000,000	Unlisted Options with an exercise price of \$0.336 and an expiry date of 30/06/2018.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
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.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A

+ See chapter 19 for defined terms.

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

Part 3 - Quotation of securities

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

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ 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

35 ☐ 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

36 ☐ 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

37 ☐ 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

N/A

39 +Class of +securities for which quotation is sought

N/A

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
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

N/A

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	N/A	

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may
quote the +securities on any conditions it decides.
- 2 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.
- 3 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.
- 4 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.

Sign here: .Beverley Nichols..... Date: ..30 June 2016..
Company Secretary

=====	=====	=====	=====	=====
=====	=====	=====	=====	=====

+ 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

Rule 7.1 – Issues exceeding 15% of 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	928,195,856
Add the following: <ul style="list-style-type: none"> 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 Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> 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 to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	43,182,226 20,782,541 -
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	835,376,104
“A”	156,784,519

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	23,517,677
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <i>Note:</i> <ul style="list-style-type: none"> • 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 	23,517,677
“C”	23,517,677
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	23,517,677
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	23,517,677
Total [“A” x 0.15] – “C”	Nil <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

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” <i>Note: number must be same as shown in Step 1 of Part 1</i>	156,784,519
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	15,678,451
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: <ul style="list-style-type: none"> • 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 separate line items 	1,804,410
“E”	1,804,410

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	15,678,451
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	1,804,410
Total [“A” x 0.10] – “E”	13,874,041 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.