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Completion of the sale of the Vista Gold Antigua Group of Companies (Amayapampa Gold Project) to LionGold Corp Limited

Further to our announcement to the ASX dated 1 November 2012, the directors of Republic Gold Limited (ASX:RAU) (**Company**) are pleased to announce that Completion under the Share Sale Agreement in relation to the Vista Gold Antigua group of companies occurred on 11 December 2012.

Please see attached the announcement from LionGold Corp Limited.

Ray Shorrocks Chairman

LIONGOLD CORP LTD

COMPANY ANNOUNCEMENT

THE PROPOSED ACQUISITION OF 100% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF VISTA GOLD ANTIGUA CORP AND ITS WHOLLY-OWNED SUBSIDIARIES THAT OWN THE AMAYAPAMPA GOLD PROJECT IN BOLIVIA

LionGold Corp Ltd ("Company") refers to its announcements on 18 May 2012, 4 June 2012, 13 July 2012 and 12 September 2012 ("Announcements") in relation to the Share Sale Agreement relating to the proposed acquisition of the Amayapampa Gold Project and the Loan Agreement with Republic Gold Limited ("Republic Gold").

(Capitalised terms defined in the Announcements shall have the same meanings when used herein)

The Company wishes to announce that it has today completed the acquisition of Vista Gold (Antigua) Corp and with it, the wholly-owned subsidiaries of Vista Gold (Antigua) Corp, namely, Minera Nueva Vista S.A., Compania Inversora Vista S.A. and Compania Exploradora Vistex S.A. subject to:

- (1) The Company and Republic Gold entering into a Further Amendment Agreement to the Share Sale Agreement ("Third Further SPA Amendment Agreement") on 11 December 2012 whereby:
 - a) the "Drop Dead Date" (as defined in the Share Sale Agreement), which is the date by which the conditions precedent need to be satisfied or waived, has been extended from 31 October 2012 to 21 December 2012:
 - the obligations under the Share Sale Agreement continue to be binding on the parties notwithstanding that on 31 October 2012 the conditions precedent had not been satisfied or waived;
 - c) the Escrow Period has been extended to 36 months from the initial 12 months;
 - d) the escrow amount has been confirmed to be US\$1.566 million;
 - e) Republic Gold undertaking that it will not sell, transfer or otherwise dispose of, or agree or offer to sell, transfer, or otherwise dispose of more than 50% of the consideration shares for a period of six (6) months following Completion; and
 - f) Republic Gold undertaking that it shall attend to any obligations that have not been satisfied at Completion as soon as practicable that were required to occur before or at Completion but had not occurred before or at Completion.
- (2) The Company and Republic Gold entering into an Amendment Agreement to the Loan Agreement ("Third Further Loan Amendment Agreement") dated 11 December 2012, whereby it has been agreed, inter alia, that:
 - a) the End Date shall be extended to 21 December 2012; and
 - b) the Loan Amount has been increased to US\$1,969,434.84 from US\$1,600,000.

Pursuant to the Third Further Loan Amendment Agreement, the Company has agreed to advance a further sum of US\$369,434.84 to Republic Gold, of which US\$143,706.19 was drawn down by Republic Gold on or about 16 November 2012 and was advanced by the Company to an account nominated by Republic Gold. A further sum of S\$225,728.65 of the Loan Amount under the Third Further Loan Amendment Agreement has also been paid to Republic Gold by the Company. The purpose of the additional funding is to satisfy the working capital costs of Republic Gold which arose due to the extension of the completion date.

Save for the above amendments, the other terms of the Share Sale Agreement and Loan Agreement, except those that are consequentially amended as a result of the above amendments, remain unchanged.

As previously announced by the Company on 4th June 2012, the Consideration for the acquisition is US\$ 7,000,000 (approximately S\$9,054,500) at an exchange rate of US\$1.00 to S\$1.2935. The Consideration was to be satisfied by (a) the payment of US\$750,000, which would be set-off against an amount equal to the loan amount due from Republic Gold to the Company under the Loan Agreement and (b) by the allotment and issue of such new number of the Vista Gold Consideration Shares credited as fully paid in the issued and paid-up capital of the Company that is equal in value to the amount of US\$6,250,000 based on (i) the volume weighted average price of the Company's Shares as traded on the SGX-ST on the date of the Share Sale Agreement as quoted by www.Bloomberg.com; and (ii) the exchange rate between Singapore Dollars and US Dollars at 9pm Sydney Time on the day prior to the date of the Share Sale Agreement as determined by www.Bloomberg.com.

Owing to the extension of the "Drop Dead Date", the additional time required for the Company to conduct and complete its due diligence investigations and Republic Gold requiring more time to hold its shareholder meeting approving the sale, Republic Gold had requested for additional loan amounts from the Company to satisfy the working capital requirements of Republic Gold (particularly relating to the payment of salaries of the employees of the Vista Companies), which arose due to the extended completion date under the Share Sale Agreement.

Further to the Loan Amendment Agreement and Further Loan Amendment Agreement (as announced on 13 July 2012 and 12 September 2012 respectively), the additional sums of US\$350,000 and US\$500,000 were advanced to Republic Gold by the Company and these advances increased the Loan Amount to US\$1,600,000. With the execution of the Third Further Loan Amendment Agreement, the aggregate Loan Amount extended to Republic Gold by the Company stand at US\$1,969,434.84.

Pursuant to the Share Sale Agreement, the outstanding loan amount of US\$1,969,434.84 will be set-off against the Consideration. The amount of the Consideration to be satisfied by the allotment and issuance of the Vista Gold Consideration Shares to Republic Gold is approximately US\$5,030,565.16. Based on the exchange rate of US\$1.00 to S\$1.2935, the balance amount of US\$5,030,565.16 is equivalent to S\$6,507,036.04.

The issue price of each Vista Gold Consideration Share is S\$1.0039, which is the volume weighted average price of the shares of the Company traded on the SGX-ST on 1 June 2012, being the last full trading day prior to the date the Share Sale Agreement was entered into. The number of Vista Gold Consideration Shares to be allotted and issued to Republic Gold is 6,481,757. Out of these 6,481,757 Vista Gold Consideration new shares, a total of 2,017,752 shall be placed in escrow for a period of three (3) years pursuant to the Third Further SPA Amendment Agreement.

Following completion, the Company shall submit an Additional Listing Application ("ALA") to the SGX-ST for the listing of 6,481,757 Vista Gold Consideration Shares.

Upon receipt of approval of the ALA from the SGX-ST, these Vista Gold Consideration Shares shall be allotted and issued to Republic Gold subject to the undertaking that it will not sell, transfer or otherwise dispose of, or agree or offer to sell, transfer, or otherwise dispose of more than 50% of the consideration shares for a period of six (6) months following Completion.

A copy of the Third Further SPA Amendment Agreement and Third Further Loan Amendment Agreement are available for inspection at the Company's office in Singapore at 59 Mohamed Sultan Road, Sultan Link, #02-08, Singapore 238999, for a period of three (3) months from the date of this announcement.

The Company will announce the allotment and issue of the Vista Gold Consideration Shares in due course as well as any further development in relation to the proposed acquisition and the Amayapampa Gold Project.

By Order of the Board

Tan Sri Dato Nik Ibrahim Kamil Executive Chairman LionGold Corp Ltd 11 December 2012