PRELIMINARY SHORT FORM PROSPECTUS

New Issue | September 19, 2012

Cdn$●

● Common Shares

This short form prospectus qualifies the distribution (the "**Offering**") of up to ● common shares (the "**Offered Shares**", each a "**Offered Share**") of Loncor Resources Inc. ("**Loncor**" or the "**Company**") at a price of Cdn$● per Offered Share (the "**Offering Price**"). The Offered Shares will be issued and sold pursuant to an underwriting agreement (the "**Underwriting Agreement**") dated as of ●, 2012, between the Company and BMO Nesbitt Burns Inc. ("**BMO**") and GMP Securities L.P., together acting as lead underwriters (collectively referred to as the "**Underwriters**"). The Offering Price has been determined by negotiation between the Company and the Underwriters.

The outstanding common shares of Loncor (the "**Common Shares**") are listed for trading on the TSX Venture Exchange (the "**TSXV**") under the symbol "LN" and on the NYSE MKT LLC (the "**NYSE MKT**") under the symbol "LON". See "Description of Share Capital". On September 18, 2012, the last trading day before the filing of this short form prospectus, the closing price of the Common Shares on the TSXV was Cdn$1.20 and the closing price of the Common Shares on the NYSE MKT was US$1.24. The Company will apply to list: (i) the Offered Shares to be issued upon closing of the Offering; (ii) the Over-Allotment Shares (as defined below) issuable upon exercise of the Over-Allotment Option (as defined below); and (iii) the Broker Shares (as defined below) issuable upon due exercise of the Broker Options (as defined below) on the TSXV and the NYSE MKT. Listing will be subject to Loncor fulfilling all the listing requirements of the TSXV and the NYSE MKT.

An investment in the Offered Shares involves a high degree of risk. See "Cautionary Statement Regarding Forward-Looking Information" and "Risk Factors".

Price: Cdn$● per Offered Share

	Price to the Public (Cdn$)	Underwriters' Fee (Cdn$)(1)	Net Proceeds to the Company (Cdn$)(2)
Per Offered Share	$●	$●	$●
Total(3)	$●	$●	$●

Notes:

(1) Pursuant to the Underwriting Agreement, the Company has agreed to pay to the Underwriters a fee of Cdn$● (the "**Underwriters' Fee**"), representing 6% of the aggregate gross proceeds of the Offering assuming no exercise of the Over-Allotment Option. The Company will also issue to the Underwriters that number of non-transferable purchase options (the "**Broker Options**") equal to 6% of the total number of Offered Shares sold under the Offering (including any Over-Allotment Shares issued upon exercise of the Over-Allotment Option). Each Broker Option will entitle the holder thereof to acquire one Common Share (each, a "**Broker Share**") at the Offering Price at any time prior to 5:00 p.m. (Toronto time) on the date which is 12 months following the Closing Date (as defined below). This short form prospectus qualifies the grant of the Broker Options and the issuance of Broker Shares issuable upon any exercise of the Broker Options. See "Plan of Distribution".

(2) After deducting the Underwriters' Fee, but before deducting expenses of the Offering, which are estimated to be Cdn$● and which will be paid from the proceeds of the Offering.

(3) The Company has granted to the Underwriters an option (the "**Over-Allotment Option**") to acquire up to ● additional Common Shares (each, an "**Over-Allotment Share**") at a price of Cdn$● per Over-Allotment Share. The Over-Allotment Option is exercisable in whole or in part at any time up to 30 days following the Closing Date. In this short form prospectus, unless otherwise specified, the term "Offered Shares" includes the Over-Allotment Shares and the term "Offering" includes the distribution of the Over-Allotment Shares. If the Over-Allotment Option is exercised in full, the total price to the public, Underwriters' Fee and net proceeds to the Company will be Cdn$●, Cdn$● and Cdn$●, respectively. A purchaser who acquires any Offered Shares issued pursuant to the exercise of the Over-Allotment Option acquires those securities under this short form prospectus, regardless of whether the over-allotment position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. This short form prospectus qualifies the grant of the Over-Allotment Option and the issuance of Over-Allotment Shares issuable upon any exercise of the Over-Allotment Option. See "Plan of Distribution".

The Underwriters, as principals, conditionally offer, the Offered Shares, subject to prior sale, if, as and when issued by the Company and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters on behalf of the Company by Norton Rose Canada LLP and on behalf of the Underwriters by Fasken Martineau DuMoulin LLP. The Offered Shares must be taken up by the Underwriters, if at all, on or before a date not later than ●, 2012. The Underwriters propose to offer the Common Shares initially at the Offering Price. After the Underwriters have made reasonable efforts to sell all of the Offered Shares at the price specified, the Underwriters may subsequently reduce the selling price to investors, which selling price may be changed from time to time, to an amount not greater than the Offering Price, in order to sell any Offered Shares remaining unsold. Any such reduction shall not affect the proceeds received by the Company and the compensation realized by the Underwriters will be decreased by the amount the aggregate price paid by purchasers of the Offered Shares is less than the gross proceeds paid by the Underwriters to the Company. See "Plan of Distribution".

The following table sets forth the number of securities issuable under the Over-Allotment Option and the Broker Options:

Underwriters' Position	Maximum Size or Number of Securities Available	Exercise Period/ Acquisition Date	Exercise Price or Average Acquisition Price
Over-Allotment Option	● Over-Allotment Shares	30 days following the Closing Date	Cdn$● per Over-Allotment Share
Broker Options	● Broker Shares	Exercisable for a period of 12 months following the Closing Date	Cdn$● per Broker Share

Subscriptions for the Offered Shares will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Closing is expected to take place on or about ●, 2012, or such other date as may be agreed upon by the Company and the Underwriters, but in any event no later than ●, 2012 (the "**Closing Date**"). It is expected that one or more global certificates evidencing the Offered Shares distributed under this short form prospectus will be issued in registered form to CDS Clearing and Depositary Services Inc. ("**CDS**") and will be deposited with CDS at closing. During the distribution of the Offered Shares, the Underwriters may over-allot or effect transactions that stabilize or maintain the market price of the Offered Shares in accordance with applicable market stabilization rules. Such transactions, if commenced, may be discontinued at any time. See "Plan of Distribution".

Newmont Mining Corporation, through one of its affiliates, ("**Newmont**") has expressed an interest in completing a non-brokered private placement of Common Shares at the Offering Price (the "**Newmont Transaction**"), concurrent with and subject to completion of the Offering. The terms of the Newmont Transaction are expected to be finalized once the terms of the Offering have been finalized. Newmont currently holds 9,700,000 (representing 16.35%) of the outstanding Common Shares and 1,000,000 Common Share purchase warrants of the Company, with each such warrant entitling the holder to purchase one Common Share at a price of Cdn$2.30 until December 16, 2012. The Company expects that Newmont's equity interest in the Company would increase to 19.99% on a fully-diluted basis upon completion of the Newmont Transaction (giving effect to the completion of the Offering). Any distribution of Common Shares to Newmont pursuant to the Newmont Transaction would not be qualified by this short form prospectus and would be subject to the approval of the TSXV and the NYSE MKT. See "Concurrent Financing".

The head office and registered office of the Company is located at 1 First Canadian Place, Suite 7070, 100 King Street West, Toronto, Ontario, M5X 1E3, Canada.

You should rely only on the information contained in or incorporated by reference into this short form prospectus. The Company has not authorized anyone to provide you with different information. The Company is not making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this short form prospectus is accurate as of any date other than the date on the front of this short form prospectus.

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All references to "Cdn$" or "Canadian dollars" in this short form prospectus refer to Canadian dollars and all references to "US$" or "U.S. dollars" in this short form prospectus refer to United States dollars. See "Exchange Rate Information". The Company's financial statements that are incorporated by reference into this short form prospectus have been prepared in accordance with the standards and interpretations adopted by the International Accounting Standards Board ("**IFRS**"). Unless otherwise indicated, all information in this short form prospectus assumes no exercise of the Over-Allotment Option.

Unless the context otherwise requires, references in this short form prospectus to "Loncor" or the "Company" includes Loncor Resources Inc. and its wholly-owned subsidiary, Loncor Resources Congo Sprl, in the Democratic Republic of the Congo.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This short form prospectus and the documents incorporated by reference herein contain "forward-looking information" within the meaning of Canadian provincial securities laws. All statements, other than statements of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding drilling and other exploration results, mineral resource estimates, potential mineralization, potential mineral resources, the Company's exploration and development plans and objectives with respect to its projects, and the proposed use of proceeds from the Offering are forward-looking information. This forward-looking information reflects the current expectations or beliefs of the Company based on information currently available to the Company. Forward-looking information is subject to a number of risks and uncertainties that may cause the actual events or results of the Company to differ materially from those discussed in the forward-looking information, and even if such actual events or results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things: uncertainties relating to the availability and costs of financing in the future; risks related to the exploration stage of the Company's properties; the possibility that future exploration results will not be consistent with the Company's expectations; failure to establish estimated mineral resources; fluctuations in gold prices and currency exchange rates; inflation; the recent adoption of rules by the U.S. Securities and Exchange Commission that may affect mining operations in the Democratic Republic of the Congo (the "**DRC**"); gold recoveries being less than those indicated by the metallurgical testwork carried out to date; changes in equity markets; political developments in the DRC; lack of infrastructure; failure to procure or maintain, or delays in procuring or maintaining, permits and approvals; lack of availability at a reasonable cost or at all, of plants, equipment or labour; inability to attract and retain key management and personnel; changes to regulations or policies affecting the Company's activities; the uncertainties involved in interpreting drilling results and other geological data; the Company's history of losses and expectation of future losses; the Company's ability to diversify its property holdings; risks related to the integration of any new acquisitions into the Company's existing operations; increased competition in the mining industry; and the other risks disclosed under the heading "Risk Factors" in this short form prospectus and under the heading "Risk Factors" and elsewhere in the Company's Form 20-F dated March 30, 2012 which is available electronically through the Internet on the Canadian System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com and which is incorporated herein by reference.

Forward-looking information speaks only as of the date on which it is provided and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. In connection with the forward-looking information contained in this short form prospectus, the Company has made certain assumptions about the Company's business, the economy and the mineral exploration industry in general, the Company's continued exploration and/or development of its properties (including its ability to fund same), the regulatory framework in the DRC with respect to, among other things, the Company's ability to obtain, maintain, renew and/or extend required permits, licenses, authorizations and/or approvals from the appropriate regulatory authorities, the Company's ability to continue to obtain qualified staff and equipment in a timely and cost-efficient manner, and has also assumed no unusual geological or technical problems occur, equipment works as anticipated and no significant events occur outside of the Company's normal course of business. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

The mineral resource estimates included in this short form prospectus are estimates and no assurances can be given that the indicated levels of gold will be produced. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. While the Company believes that the resource estimates included in this short form prospectus are well established, by their nature, resource estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. If such estimates are inaccurate or are reduced in the future, this could have a material adverse impact on the Company.

Due to the uncertainty that may be attached to inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration. Confidence in the estimate is insufficient to allow meaningful application of the technical and economic parameters to enable an evaluation of economic viability sufficient for public disclosure, except in certain limited circumstances set out in National Instrument 43-101. Inferred mineral resources are excluded from estimates forming the basis of a feasibility study.

Mineral resources that are not mineral reserves do not have demonstrated economic viability.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada (the "Canadian Securities Authorities"). Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of Loncor at 1 First Canadian Place, P.O. Box 419, 100 King Street West, Suite 7070, Toronto, Ontario, M5X 1E3, Canada, telephone (416) 366-2221 and are also available electronically through the Internet on SEDAR which can be accessed under the Company's profile on the SEDAR website at www.sedar.com.

The following documents of the Company, filed by the Company with the Canadian Securities Authorities, are specifically incorporated by reference into and form an integral part of this short form prospectus:

(a) the annual report on Form 20-F of the Company dated March 30, 2012 for the financial year ended December 31, 2011 (the "**Annual Report**");

(b) the information circular of the Company dated May 30, 2012 prepared for the purposes of the meeting of shareholders of the Company held on June 29, 2012;

(c) the audited comparative consolidated financial statements of the Company as at December 31, 2011, December 31, 2010 and January 1, 2010 and for the years ended December 31, 2011 and December 31, 2010, including the notes thereto, and the reports of independent registered chartered accountants thereon;

(d) management's discussion and analysis of the Company for the financial year ended December 31, 2011;

(e) the unaudited interim condensed consolidated financial statements of the Company as at and for the three and six months ended June 30, 2012, including the notes thereto;

(f) management's discussion and analysis of the Company for the six months ended June 30, 2012;

(g) the technical report dated May 29, 2012 and entitled "Updated National Instrument 43-101 Independent Technical Report on the Ngayu Gold Project, Orientale Province, Democratic Republic of the Congo", prepared by Venmyn Rand (Pty) Ltd;

(h) the technical report dated February 29, 2012 and entitled "National Instrument 43-101 Independent Technical Report on the Manguredjipa Gold Project, North Kivu Province, Democratic Republic of the Congo", prepared by Venmyn Rand (Pty) Ltd;

(i) the material change report of the Company dated February 27, 2012 filed on Form 51-102F3 relating to drilling results from the Makapela prospect on the Company's Ngayu gold project (the "**Ngayu Project**");

(j) the material change report of the Company dated April 20, 2012 filed on Form 51-102F3 relating to further drilling results from the Makapela prospect on the Ngayu Project; and

(k) the material change report of the Company dated June 8, 2012 filed on Form 51-102F3 relating to the maiden mineral resource estimate at the Makapela prospect on the Ngayu Project.

Any document of the type referred to in section 11.1 of Form 44-101F1 *Short Form Prospectus Distributions*, if filed by the Company after the date of this short form prospectus and prior to the termination of this distribution, shall be deemed to be incorporated by reference in this short form prospectus.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein is not incorporated by reference to the extent that any such statement is modified or superseded by a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein. Any such modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be considered in its unmodified or superseded form to constitute part of this short form prospectus; rather only such statement as so modified or superseded shall be considered to constitute part of this short form prospectus.

EXCHANGE RATE INFORMATION

All references to "US$" or "U.S. dollars" in this short form prospectus refer to United States dollars, and all references to "Cdn$" or "Canadian dollars" in this short form prospectus refer to Canadian dollars. The noon exchange rate on September 18, 2012 as reported by the Bank of Canada for the conversion of Canadian dollars into U.S. dollars was Cdn$1.00 equals US$1.0265.

During the periods set forth below, the noon-day exchange rates for the United States dollar per Canadian dollar as quoted by the Bank of Canada were:

		Years Ended December 31,		
	Month Ended August 31, 2012 (US$)	**2011 (US$)**	**2010 (US$)**	**2009 (US$)**
Rate at end of period	1.0139	0.9833	1.0054	0.9555
Average rate during period	1.0079	1.0110	0.9709	0.8757
Highest rate during period	1.0139	1.0583	1.0054	0.9716
Lowest rate during period	0.9938	0.9430	0.9278	0.7692

BUSINESS OF THE COMPANY

The Company is a corporation governed by the Ontario *Business Corporations Act*. The head office and registered office of the Company is located at 1 First Canadian Place, Suite 7070, 100 King Street West, Toronto, Ontario, M5X 1E3, Canada. The telephone number of such office is (416) 366-2221.

The Company is a mineral exploration company focused on two projects in the DRC, the Ngayu Project and the North Kivu project. The Company has exclusive gold rights to an area that covers most of the Ngayu Archaean greenstone belt in Orientale province in the northeast portion of the DRC. Loncor also owns or controls 56 exploration permits in North Kivu province, covering 17,760 square kilometres, located west of the city of Butembo. Both areas have historic gold production. Led by a team of senior exploration professionals with extensive African experience, Loncor's strategy includes an aggressive drilling program to follow up on initial known targets as well as covering the entire greenstone belt with regional geochemical and geophysical surveys.

CONCURRENT FINANCING

Newmont, through one of its affiliates, has expressed an interest in completing a non-brokered private placement of Common Shares at the Offering Price, concurrent with and subject to completion of the Offering. The terms of the Newmont Transaction are expected to be finalized once the terms of the Offering have been finalized. Newmont currently holds 9,700,000 (representing 16.35%) of the outstanding Common Shares and 1,000,000 Common Share purchase warrants of the Company, with each such warrant entitling the holder to purchase one Common Share at a price of Cdn$2.30 until December 16, 2012. The Company expects that Newmont's equity interest in the Company would increase to 19.99% on a fully-diluted basis upon completion of the Newmont Transaction (giving effect to the completion of the Offering). Any distribution of Common Shares to Newmont pursuant to the Newmont Transaction would not be qualified by this short form prospectus and would be subject to the approval of the TSXV and the NYSE MKT.

The Company is targeting to raise total gross proceeds of approximately Cdn$12 million pursuant to the Offering and the Newmont Transaction.

CONSOLIDATED CAPITALIZATION

Since June 30, 2012 and to the date of this short form prospectus, the Company has not issued any securities other than 120,000 stock options. There have been no material changes in the Company's share or loan capital, on a consolidated basis, since June 30, 2012. The following table sets forth the consolidated capitalization of the Company as at the dates indicated before and after completion of the Offering and Newmont Transaction, assuming ● Common Shares are issued under the Newmont Transaction. This table should be read in conjunction with the consolidated financial statements of the Company (including the notes thereto) incorporated by reference into this short form prospectus.

	As at December 31, 2011	**As at June 30, 2012 before giving effect to the Offering and Newmont Transaction**	**As at June 30, 2012 after giving effect to the Offering and Newmont Transaction (1)(2)(3)**
Shareholders' equity			
Common Shares	US$60,044,719	US$61,852,441	US$●
(authorized: unlimited)	(58,172,735 shares)	(59,344,732 shares)	(● shares)
Contributed surplus	US$6,756,090	US$7,155,384	US$●
Deficit.......................................	US$(23,465,262)	US$(24,184,957)	US$(●)
Total capitalization..................	**US$43,335,547**	**US$44,822,868**	**US$●**

Notes:

(1) Canadian dollar net proceeds of the Offering and the Newmont Transaction are assumed to have been converted into United States dollars at the noon exchange rate on ●, 2012 as reported by the Bank of Canada, which was Cdn$1.00 equals US$●.

(2) After deducting the Underwriters' Fee of Cdn$● but before deducting expenses of the Offering, which are estimated at Cdn$●.

(3) Assumes the Over-Allotment Option is exercised in full and none of the outstanding Broker Options are exercised.

USE OF PROCEEDS

The estimated net proceeds received by Loncor from the Offering (assuming no exercise of the Over-Allotment Option) will be Cdn$● (determined after deducting the Underwriters' Fee and estimated expenses of the Offering). If the Over-Allotment Option is exercised in full, the estimated net proceeds received by Loncor from the Offering will be Cdn$● (determined after deducting the Underwriters' Fee and estimated expenses of the Offering).

Loncor intends to use the net proceeds of the Offering as follows:

	Cdn$ millions
Exploration activities	
Ngayu Project	●(1)
North Kivu project	●(2)
Preliminary economic assessment studies	●(3)
Administrative and general expenses and working capital of the Company	●
Total	●

Notes:

(1) Represents prospect definition exploration at the Ngayu Project followed by drilling to outline prospects at the Ngayu Project with the potential for delineation of significant mineral resources. Includes costs for drilling, assaying, transport, helicopter support, communications, consumables, field camp costs, staff and logistical costs, fuel and equipment related to such activities.

(2) Represents exploration permit costs.

(3) Represents preliminary economic assessment studies, such as metallurgical testwork, mine and process engineering and scheduling, geotechnical, environmental, infrastructure and assessment of capital and operating costs, to determine the economic potential of the Makapela deposit at the Ngayu Project.

Any net proceeds from the exercise of the Over-Allotment Option will be used for administrative and general expenses and working capital of the Company. If the Newmont Transaction is completed, the Company intends to use the Cdn$● in net proceeds as follows: Cdn$● for ●, Cdn$● for ● and Cdn$● for ●.

Although Loncor intends to use the proceeds from the Offering as set out in the above table, the actual allocation of the net proceeds may vary from that set out above, depending on future developments in Loncor's mineral properties or unforeseen events.

The principal business objectives that the Company expects to accomplish using the net proceeds from the Offering are: (i) to produce a preliminary economic assessment on the Makapela deposit at the Ngayu Project; and (ii) to undertake drilling on exploration targets at the Ngayu Project that have the potential to host +1.0 million ounce gold deposits.

DESCRIPTION OF SHARE CAPITAL

The Company's authorized share capital consists of an unlimited number of Common Shares and an unlimited number of preference shares, issuable in series, of which 59,344,732 Common Shares and no preference shares were issued and outstanding as of the date of this short form prospectus. The following is a summary of the material provisions attaching to the Common Shares and preference shares.

Common Shares

The holders of the Common Shares are entitled to receive notice of and to attend all meetings of the shareholders of the Company and shall have one vote for each Common Share held at all meetings of the shareholders of the Company, except for meetings at which only holders of another specified class or series of shares are entitled to vote separately as a class or series. Subject to the prior rights of the holders of the preference shares or any other shares ranking senior to the Common Shares, the holders of the Common Shares are entitled to (a) receive any dividends as and when declared by the board of directors of the Company, out of the assets of the Company properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine, and (b) receive the remaining property of the Company in the event of any liquidation, dissolution or winding–up of the Company.

Preference Shares

The board of directors of the Company may issue the preference shares at any time and from time to time in one or more series, each series of which shall have the designations, rights, privileges, restrictions and conditions fixed by the directors. The preference shares of each series shall rank on a parity with the preference shares of every other series, and shall be entitled to priority over the Common Shares and any other shares of the Company ranking junior to the preference shares, with respect to priority in the payment of dividends and the return of capital and the distribution of assets of the Company in the event of the liquidation, dissolution or winding–up of the Company.

PRIOR SALES

Set forth below is information with respect to the securities of the Company issued during the 12-month period prior to the date of this short form prospectus.

Common Shares

Date of Issuance	Number of Common Shares Issued	Issue Price per Common Share
September 8, 2011	146,997 (1)	Cdn$1.45
January 25, 2012	47,998 (2)	Cdn$1.35
January 25, 2012	9,000 (1)	Cdn$1.45
January 25, 2012	29,000 (1)	Cdn$1.45
February 1, 2012	10,999 (1)	Cdn$1.45
February 15, 2012	25,000 (1)	Cdn$1.45
February 16, 2012	800,000 (1)	Cdn$1.45
February 17, 2012	250,000 (1)	Cdn$1.45

Notes:

(1) These Common Shares were issued pursuant to the exercise of previously issued Common Share purchase warrants of the Company.

(2) These Common Shares were issued pursuant to the exercise of previously issued compensation options of the Company.

Stock Options

Reference is made to the financial statements of the Company incorporated by reference into this short form prospectus for information in respect of the stock options granted by the Company during 2011 and 2012 up to June 30, 2012. Set forth below is information with respect to the stock options of the Company granted by the Company since June 30, 2012 up to the date of this short form prospectus. Such stock options were granted pursuant to the terms of the Company's Stock Option Plan.

Date of Grant	Number of Stock Options Granted	Exercise Price per Common Share
July 30, 2012	120,000	Cdn$1.25

Warrants

Date of Issuance	Number of Warrants Issued	Exercise Price per Common Share
January 25, 2012	23,999 (1)	Cdn$1.45

Note:
(1) These warrants were issued pursuant to the exercise of previously issued compensation options of the Company.

TRADING PRICE AND VOLUME

The Common Shares are listed for trading on the TSXV and the NYSE MKT under trading symbols "LN" and "LON", respectively. The following tables set forth information relating to the trading of the Common Shares on the TSXV for the periods indicated.

TSX Venture Exchange

Period	High (Cdn$)	Low (Cdn$)	Volume
September 2012 (to September 18, 2012)	$1.22	$1.02	275,626
August 2012	$1.17	$0.95	918,523
July 2012	$1.13	$0.95	766,576
June 2012	$1.18	$0.99	273,908
May 2012	$1.25	$1.03	523,989
April 2012	$1.42	$1.02	604,679
March 2012	$1.50	$1.31	211,848
February 2012	$1.71	$1.40	169,256
January 2012	$1.91	$1.31	572,149
December 2011	$1.65	$1.18	298,011
November 2011	$1.99	$1.45	121,450
October 2011	$1.85	$1.40	198,683
September 2011	$2.60	$1.80	820,391

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

The Offering consists of ● Offered Shares (assuming no exercise of the Over-Allotment Option).

Details regarding the Common Shares can be found above under "Description of Share Capital — Common Shares".

PLAN OF DISTRIBUTION

Pursuant to the Underwriting Agreement, the Company has agreed to sell an aggregate of ● Offered Shares to the Underwriters, and the Underwriters have severally (and not jointly or jointly and severally) agreed to purchase from the Company, as principals, such Offered Shares on the closing of the Offering at the Offering Price per Offered Share, payable in cash to the Company against delivery. The obligations of the Underwriters under the Underwriting Agreement may be terminated at their discretion on the basis of their assessment of general market conditions and may also be terminated upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Offered Shares if any of the Offered Shares are purchased under the Underwriting Agreement on or before ●, 2012.

The Underwriting Agreement provides that the Company will pay the Underwriters a fee of Cdn$● per Offered Share issued and sold by the Company (including any Over-Allotment Shares issued upon exercise of the Over-Allotment Option), for an aggregate fee payable by the Company of Cdn$●, in consideration of the Underwriters' services in connection with the base Offering. As additional compensation, the Underwriting Agreement provides that Company will issue to the Underwriters that number of non-transferable Broker Options equal to 6% of the total number of Offered Shares sold under the Offering (including any Over-Allotment Shares issued upon exercise of the Over-Allotment Option). Each Broker Option will be exercisable for one Broker Share at the Offering Price for a period of 12 months following the Closing Date. This short form prospectus qualifies the distribution of the Common Shares and the grant and distribution of the Broker Options.

The Company has granted to the Underwriters the Over-Allotment Option to acquire up to ● Over-Allotment Shares at a price of Cdn$● per Over-Allotment Share. The Over-Allotment Option is exercisable in whole or in part at any time up to 30 days from the Closing Date. If the Over-Allotment Option is exercised in full, the aggregate total price to the public, Underwriters' Fee and total net proceeds to the Company (before payment of the expenses of the Offering), will be Cdn$●, Cdn$● and Cdn$●, respectively. This short form prospectus qualifies the grant of the Over-Allotment Option and the issuance of the Over-Allotment Shares issuable upon any exercise of the Over-Allotment Option.

The Offering Price and terms of the Offering were established through negotiations between the Company and the Underwriters with consideration given to the trading prices of the Common Shares on the TSXV and the NYSE MKT.

The Company will apply to list: (i) the Offered Shares to be issued upon closing of the Offering; (ii) the Over-Allotment Shares issuable upon exercise of the Over-Allotment Option; and (iii) the Broker Shares issuable upon due exercise of the Broker Options on the TSXV and the NYSE MKT. Listing will be subject to Loncor fulfilling all the listing requirements of the TSXV and the NYSE MKT.

The Underwriters propose to offer the Common Shares initially at the Offering Price. After the Underwriters have made reasonable efforts to sell all of the Offered Shares at the price specified, the Underwriters may subsequently reduce the selling price to investors, which selling price may be changed from time to time, to an amount not greater than the Offering Price, in order to sell any Offered Shares remaining unsold. Any such reduction shall not affect the proceeds received by the Company and the compensation realized by the Underwriters will be decreased by the amount the aggregate price paid by purchasers of the Offered Shares is less than the gross proceeds paid by the Underwriters to the Company.

Subscriptions for Offered Shares will be received subject to rejection or allotment, in whole or in part, and the right is reserved to close the subscription books at any time without notice.

The Offering is being made concurrently in all of the provinces of Canada other than the Province of Québec. The Offered Shares will be offered in Canada through the Underwriters. Subject to applicable law, the Underwriters may offer the Offered Shares outside of Canada.

The Company and its officers and directors have agreed, without the prior written consent of the Underwriters, such consent not to be unreasonably withheld, not to, directly or indirectly, issue, offer to sell, or otherwise dispose of any Common Shares or securities or other financial instruments convertible into or having the right to acquire Common Shares (other than pursuant to rights or obligations under securities or instruments outstanding or pursuant to the Company's existing stock option plan or pursuant to any corporate transaction) or enter into any agreement or arrangement under which the Company acquires or transfers to another, in whole or in part, any of the economic consequences of ownership of Common Shares, whether that agreement or arrangement may be settled by the delivery of Common Shares or other securities or cash, or agree to become bound to do so, or disclose to the public any intention to do so, for a period from today until 90 days following the Closing Date.

The Underwriting Agreement also provides that the Company will indemnify the Underwriters and their respective directors, officers, shareholders, agents and employees against certain liabilities and expenses including liabilities under the U.S. Securities Act and applicable Canadian securities legislation, or contribute to payments the Underwriters may be required to make in respect of those liabilities.

Pursuant to the policies and rules of certain Canadian securities regulatory authorities, the Underwriters may not, throughout the period of distribution under this short form prospectus, bid for or purchase Common Shares for its own account or for accounts over which it exercises control or direction. The foregoing restriction is subject to certain exceptions, including: (i) a bid or purchase permitted under the Universal Market Integrity Rules for Canadian Marketplaces administered by the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market-making activities; and (ii) a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of the distribution, provided that the bid or purchase was not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of such securities. In connection with this Offering and subject to the foregoing, the Underwriters may over-allot or effect transactions intended to stabilize or maintain the market price of the Common Shares at a level other than that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

In connection with the Offering, the Underwriters may engage in stabilizing transactions, which involves making bids for, purchasing and selling Common Shares in the open market for the purpose of preventing or retarding a decline in the market price of the Common Shares while the Offering is in progress. These stabilizing transactions may include making short sales of the Common Shares, which involves the sale by the Underwriters of a greater number of Common Shares than they are required to sell in the Offering, and purchasing Common Shares on the open market to cover positions created by short sales. Short sales may be "covered" shorts, which are short positions in an amount not greater than the Over-Allotment Option, or may be "naked" shorts, which are short positions in excess of that amount. The Underwriters may close out any covered short position either by exercising the Over-Allotment Option, in whole or in part, or by purchasing Common Shares in the open market. In making this determination, the Underwriters will consider, among other things, the price of Common Shares available for purchase in the open market compared to the price at which the Underwriters may purchase Common Shares through the exercise of the Over-Allotment Option. A naked short position is more likely to be created if the Underwriters are concerned that there may be downward pressure on the price of the Common Shares in the open market that could adversely affect investors who purchase in this Offering. To the extent that the Underwriters create a naked short position, they will purchase Common Shares in the open market to cover the position.

From time to time, certain of the Underwriters or their affiliates may effect transactions for their own account or the account of customers, and hold on behalf of themselves or their customers, long or short positions in the Company's debt or equity securities or loans, and may do so in the future.

The Common Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws, and may not be offered or sold within the United States, except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws. Each Underwriter has agreed that it (and the U.S. broker-dealer affiliate of the Underwriter which conducts offers in the United States) will not offer or sell the Common Shares within the United States except in accordance with exemptions from the registration requirements under the U.S. Securities Act and applicable state securities laws. The Underwriting Agreement will provide that certain of the Underwriters, through their respective U.S. broker-dealer affiliates, may offer the Common Shares and the Company may sell the Common Shares to certain "accredited investors", that satisfy one or more of the requirements of Rule 501(a) of Regulation D under the U.S. Securities Act as substituted purchasers, provided such offers and sales are made in accordance with Rule 506 of Regulation D under the U.S. Securities Act and applicable state securities laws. Moreover, the Underwriting Agreement will provide that the Underwriters will offer and sell the Common Shares outside the United States only in accordance with Regulation S under the U.S. Securities Act.

Until 40 days after the commencement of this Offering, an offer or sale of the Common Shares in the United States by any dealer (whether or not participating in this Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an available exemption from such registration requirements.

CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Norton Rose Canada LLP, counsel to Loncor, and Fasken Martineau DuMoulin LLP, counsel to the Underwriters, the following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations generally applicable to a purchaser of Offered Shares pursuant to this Offering. This summary is applicable only to a purchaser who, at all relevant times, deals at arm's length and is not affiliated with the Company, and who will acquire and hold such Offered Shares as capital property (each, a "**Holder**"), all within the meaning of the *Income Tax Act* (Canada) (the "**Tax Act**"). Offered Shares will generally be considered to be capital property to a Holder unless the Holder holds such Offered Shares in the course of carrying on a business or has acquired them in a transaction or transactions considered to be an adventure or concern in the nature of trade.

This summary does not apply to a holder (i) that is a "financial institution", as defined in the Tax Act for purposes of the mark-to-market rules; (ii) an interest in which is or would constitute a "tax shelter investment" as defined in the Tax Act; (iii) that is a "specified financial institution" as defined in the Tax Act; or (iv) that has an "elected functional currency" for the purposes of the Tax Act of a country other than Canada.

This summary does not address considerations related to whether interest on money borrowed by a Holder to acquire the Offered Shares would be deductible for Canadian income tax purposes. Holders who are considering borrowing money to acquire the Offered Shares should consult their own tax advisors in this regard.

This summary is based upon the current provisions of the Tax Act and the regulations thereunder, specific proposals to amend the Tax Act and the regulations thereunder (the "**Tax Proposals**") which have been announced by or on behalf the Minister of Finance (Canada) prior to the date hereof, and counsel's understanding of the current published administrative policies and assessing practices of the Canada

Revenue Agency (the "**CRA**"). This summary assumes that the Tax Proposals will be enacted in the form proposed and does not take into account or anticipate any other changes in law, whether by way of judicial, legislative or governmental decision or action, nor does it take into account provincial, territorial or foreign income tax legislation or considerations, which may differ from the Canadian federal income tax considerations discussed herein. No assurances can be given that such Tax Proposals will be enacted as proposed or at all, or that legislative, judicial or administrative changes will not modify or change the statements expressed herein.

This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in Offered Shares. The following description of income tax matters is of a general nature only and is not intended to be, nor should it be construed to be, legal or income tax advice to any particular Holder. Holders are urged to consult their own income tax advisors with respect to the tax consequences applicable to them based on their own particular circumstances.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder. This summary is not exhaustive of all Canadian federal income tax considerations. Consequently, Holders are urged to consult their own tax advisors for advice regarding the income tax considerations to them of acquiring Offered Shares, having regard to their own particular circumstances, and any other consequences to them of such transactions under Canadian federal, provincial, local and foreign tax laws.

For purposes of the Tax Act, each amount relating to the acquisition, holding or disposition of the Offered Shares must be expressed in Canadian dollars. Generally, an amount denominated in a currency other than Canadian dollars must be converted into Canadian dollars using the applicable Bank of Canada noon day rate for the date that the amount arises, or such other rate as is acceptable to the Minister of National Revenue.

Residents of Canada

This portion of the summary is applicable to a holder of Offered Shares who, for the purposes of the Tax Act and any applicable income tax treaty or convention, is resident or deemed to be resident in Canada at all relevant times (each, a "**Resident Holder**"). Certain Resident Holders whose Offered Shares might not otherwise qualify as capital property may be entitled to make the irrevocable election provided by subsection 39(4) of the Tax Act to have the Offered Shares and every other "Canadian security" (as defined by the Tax Act) owned by such Resident Holders in the taxation year of the election and in all subsequent taxation years deemed to be capital property.

Disposition of an Offered Share

A Resident Holder who disposes of or is deemed to have disposed of an Offered Share will realize a capital gain (or incur a capital loss) equal to the amount by which the proceeds of disposition of the Offered Share exceed (or are exceeded by) the aggregate of the adjusted cost base of such Offered Share and any reasonable expenses associated with the disposition. For this purpose the adjusted cost base to a Resident Holder of an Offered Share acquired hereunder will be determined by averaging the cost of that Offered Share with the adjusted cost base (determined immediately before the acquisition of the Offered Share) of all other Common Shares held as capital property at that time by the Resident Holder.

Generally, one-half of any capital gain (a "**taxable capital gain**") realized must be included in the Resident Holder's income and one-half of any capital loss (an "**allowable capital loss**") incurred must be used to offset taxable capital gains realized by the Resident Holder in the year. An allowable capital loss for a taxation year in excess of taxable capital gains realized in such year may be carried back and deducted in any of the three prior years or carried forward and deducted in any subsequent year against taxable capital gains in the circumstances and to the extent provided in the Tax Act. A capital loss incurred on the disposition of an Offered Share by a Resident Holder that is a corporation may in certain circumstances be reduced by the amount of dividends which have been previously received or deemed to have been received by the Resident Holder on such share. Similar rules may apply where a corporation is, directly or through a trust or partnership, a member of a partnership or a beneficiary of a trust that owns Offered Shares.

Capital gains realized by an individual and certain trusts may give rise to a liability for alternative minimum tax under the Tax Act.

A Resident Holder that is a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay an additional refundable tax on its "aggregate investment income" for the year, which is defined to include an amount in respect of taxable capital gains.

Taxation of Dividends Received by Resident Holders

A Resident Holder will be subject to the treatment under the Tax Act applicable to taxable dividends received from a taxable Canadian corporation.

Dividends (including deemed dividends) received on Offered Shares by a Resident Holder who is an individual (and certain trusts) will be included in the Resident Holder's income and be subject to the gross-up and dividend tax credit rules applicable to taxable dividends received by an individual from taxable Canadian corporations, including an enhanced gross-up and dividend tax credit for "eligible dividends" received from and designated as such by the Company. Taxable dividends received by such a Resident Holder may give rise to alternative minimum tax under the Tax Act.

Dividends (including deemed dividends) received on Offered Shares by a Resident Holder that is a corporation will be included in the Resident Holder's income and will normally be deductible in computing such Resident Holder's taxable income. A Resident Holder that is a "private corporation" (as defined in the Tax Act) or any other corporation resident in Canada and controlled, whether by reason of a beneficial interest in one or more trusts or otherwise, by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts), may be liable to pay a $33^1/_3$% refundable tax under Part IV of the Tax Act on dividends received on the Offered Shares to the extent that such dividends are deductible in computing the Resident Holder's taxable income.

Non-Residents of Canada

The following portion of this summary is generally applicable to a Holder who, for purposes of the Tax Act and any applicable income tax treaty, and at all relevant times, is not and has not been resident nor deemed to be resident in Canada and does not use or hold, and will not be deemed to use or hold, Offered Shares in connection with a business carried on in Canada (each, a "**Non-Resident Holder**"). Special rules and considerations, which are not discussed in the summary, may apply to a Holder that is an insurer that carries on an insurance business in Canada and elsewhere and to a Holder that is an "authorized foreign bank" as defined in the Tax Act. Such Holders should consult their own advisers.

Dividends

Dividends paid or credited on Offered Shares to a Non-Resident Holder will be subject to non-resident withholding tax under the Tax Act at a rate of 25%, although such rate may be reduced under the terms of an applicable income tax convention between Canada and the country in which the Non-Resident Holder is resident.

Disposition of a Common Share

A Non-Resident Holder will generally not be subject to tax under the Tax Act upon any gain realized on a disposition of an Offered Share unless the Offered Share constitutes "taxable Canadian property" as defined in the Tax Act to the Non-Resident Holder at the time of the disposition and the Non-Resident Holder is not otherwise entitled to relief pursuant to the terms of an applicable income tax convention between Canada and the country in which the Non-Resident Holder is resident. In general, an Offered Share will not be "taxable Canadian property" of a Non-Resident Holder at a particular time provided that, in the case where the Common Shares are listed at the time of disposition on a "designated stock exchange" (which currently includes the TSXV and the NYSE MKT), at no particular time during the 60-month period immediately preceding the disposition, (a) did the Non-Resident Holder, persons with whom the Non-Resident Holder does not deal at arm's length, or the Non-Resident Holder together with such persons, own 25% or more of the issued shares of the capital stock of any class or series in the capital of the Company, and (b) was more than 50% of the fair market value of the Common Shares derived directly or indirectly from one or any combination of real or immovable property situated in Canada, "Canadian resource properties (as defined in the Tax Act), "timber resource properties" (as defined in the Tax Act), or options in respect of, or interests in, or for civil law rights in, any such properties, whether or not such property exists). Notwithstanding the foregoing, in certain limited circumstances set out in the Tax Act, Offered Shares could be deemed to be taxable Canadian property to a Non-Resident Holder.

Where a particular Offered Share is a "taxable Canadian property" of a Non-Resident Holder, the Canadian federal income tax consequences to the Non-Resident Holder of disposing of the Offered Share are generally the same as those described above under the heading "Residents of Canada", except that in certain cases any gain or loss arising on the disposition of the Offered Share may be exempt from tax under the Tax Act by virtue of an exemption under an applicable income tax convention between Canada and the country in which the Non-Resident Holder is resident.

RISK FACTORS

There are a number of risks that may have a material and adverse impact on the future operating and financial performance of Loncor and could cause the Company's operating and financial performance to differ materially from the estimates described in forward-looking information relating to the Company. These include widespread risks associated with any form of business and specific risks associated with Loncor's business and its involvement in the gold exploration and development industry.

An investment in the Offered Shares is considered speculative and involves a high degree of risk due to, among other things, the nature of Loncor's business and the present stage of its development. A prospective investor should carefully consider the risk factors set out below along with the other matters set out or incorporated by reference in this short form prospectus. The operations of the Company are speculative due to the high risk nature of its business which is the operation, exploration and development of mineral properties. The Company has identified the following non-exhaustive list of inherent risks and uncertainties that it considers to be relevant to its operations and business plans. In addition to information set out elsewhere in this short form prospectus, investors should carefully consider the following risk factors and the risk factors set out in item 3.D (entitled "Risk Factors") in the Annual Report, which is incorporated by reference herein. Such risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking information relating to the Company.

Political and Economic Instability

Loncor's projects are located in the DRC. The DRC has a long history of political instability, significant and unpredictable changes in government policies and laws, war and civil conflict, illegal mining activities, lack of law enforcement and labour unrest. More recently, the DRC has undergone civil unrest and instability that could have an impact on political, social or economic conditions. From time to time, governments have intervened in the export of mineral concentrates in response to concerns about the validity of export rights and payment of duties. These factors (which may include new or modified taxes or other government levies as well as other legislation) may result in the curtailment or cessation of the Company's activities, adversely affecting the value of its assets.

Development and Operating Risks

The marketability of natural resources that may be acquired or discovered by the Company will be affected by numerous factors beyond its control. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Discretion in the Use of Proceeds

The Company currently intends to allocate the proceeds it will receive from the Offering as described above under "Use of Proceeds". However, the Company will have discretion in the actual application of these proceeds, and may elect to allocate proceeds differently from that described in "Use of Proceeds" if it believes it would be in the best interests of the Company to do so. The failure by the Company to apply these proceeds effectively could have a material adverse effect on the Company's business and consequently could affect the price of the Common Shares on the open market.

Future Sales of Common Shares by Existing Shareholders

Sales of a large number of the Company's Common Shares in the public markets, or the potential for such sales, could decrease the trading price of such shares and could impair Loncor's ability to raise capital through future sales of Common Shares. Loncor has previously completed private placements at prices per share which are lower than the current market price of its Common Shares. Accordingly, a number of the Company's shareholders have an investment profit in the Common Shares that they may seek to liquidate.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are BDO Canada LLP, Independent Registered Accountants and Licensed Public Accountants, of Toronto, Ontario.

The main transfer agent and registrar for the Common Shares is Equity Financial Trust Company at its office in Toronto, Ontario, Canada.

LEGAL MATTERS

Norton Rose Canada LLP is acting as counsel to the Company. Fasken Martineau DuMoulin LLP is acting as counsel to the Underwriters.

INTEREST OF EXPERTS

The matters referred to under "Eligibility for Investment" and certain other legal matters relating to the Offered Shares offered by this short form prospectus will be passed upon at the date of closing on behalf of the Company by Norton Rose Canada LLP and on behalf of the Underwriters by Fasken Martineau DuMoulin LLP. As at the date hereof, the partners and associates of Norton Rose Canada LLP and Fasken Martineau DuMoulin LLP collectively beneficially own, directly or indirectly, less than 1% of the outstanding securities of the Company. One of Loncor's directors is a partner of Norton Rose Canada LLP.

None of Venmyn Rand (Pty) Ltd ("**Venmyn**") and Andrew N. Clay (each having prepared, certified or supervised the preparation of, a report, valuation, statement or opinion relating to the Company's mineral properties incorporated into or referenced in this short form prospectus), BDO Canada LLP, Independent Registered Accountants and Licensed Public Accountants ("**BDO**") (who provided the auditor's reports or reports of independent registered chartered accountants, as applicable, accompanying the Company's annual consolidated financial statements since the year ended December 31, 2009) or any partner, employee or consultant of Venmyn who (i) participated in and who was in a position to directly influence the preparation of a report, valuation, statement or opinion relating to the Company's mineral properties which was included in a filing made by the Company under National Instrument 51-102 — *Continuous Disclosure Obligations* ("**NI 51-102**"), or (ii) at any time during the preparation of a report, valuation, statement or opinion relating to the Company's mineral properties which was included in a filing made by the Company under NI 51-102 was in a position to directly influence the outcome of such report, valuation, statement or opinion, as applicable, held at the time of preparing such report, valuation, statement or opinion, or any employee, partner or consultant of BDO who provided the auditor's report accompanying the Company's annual consolidated financial statements since the year ended December 31, 2009 received after such time or is to receive any registered or beneficial interest, direct or indirect, in any securities or other property of the Company or of any associate or affiliate of the Company. As at the date hereof, the aforementioned persons and companies beneficially own, directly or indirectly, less than 1% of the outstanding Common Shares.

BDO reports that it is independent of the Company in accordance with the Rules of Professional Conduct in Ontario, Canada. BDO is registered with the Public Company Accounting Oversight Board.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

ELIGIBILITY FOR INVESTMENT

In the opinion of Norton Rose Canada LLP, counsel to the Company, and Fasken Martineau DuMoulin LLP, counsel to the Underwriters, based on the current provisions of the Tax Act, the Offered Shares, if issued on the date hereof, would be qualified investments within the meaning of the Tax Act for a trust governed by a registered retirement savings plan ("**RRSP**"), registered education savings plan, registered retirement income fund ("**RRIP**"), registered disability savings plan, tax-free savings account ("**TFSA**"), or deferred profit sharing plan, provided the Offered Shares are listed on a "designated stock exchange" such as the TSXV and/or the NYSE MKT.

The Common Shares, if issued on the date hereof, will not be a "prohibited investment" for a trust governed by a TFSA, RRSP or RRIF, provided that, for purposes of the Tax Act, the holder of the TFSA, or annuitant under the RRSP of RRIF, deals at arm's length with the Company and does not have a "significant interest" (within the meaning of the Tax Act) in the Company or in any corporation, partnership or trust with which the Company does not deal at arm's length for purposes of the Tax Act. **Holders of a TFSA or annuitants of an RRSP or RRIF should consult their own tax advisors to ensure the Common Shares would not be a prohibited investment in their particular circumstances.**

CONSENT OF INDEPENDENT REGISTERED CHARTERED ACCOUNTANTS

We have read the short form prospectus of Loncor Resources Inc. (the "Company") dated ●, 2012 relating to the issue and sale of common shares of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned short form prospectus of our report to the Board of Directors and Shareholders of the Company on the consolidated statements of financial position of the Company as at December 31, 2011, December 31, 2010 and January 1, 2010 and the consolidated statements of comprehensive income (loss), changes in equity, and cash flows for each of the two-year period ended December 31, 2011, and a summary of significant accounting policies and other explanatory information. Our report is dated March 29, 2012.

We also consent to the incorporation by reference in the above-mentioned short form prospectus of our report to the Board of Directors and Shareholders of the Company on the internal control over financial reporting as at December 31, 2011, based on the criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Our report is dated March 29, 2012.

Toronto, Ontario
●, 2012

●
Independent Registered Chartered Accountants
Licensed Public Accountants

CERTIFICATE OF LONCOR RESOURCES INC.

Dated: September 19, 2012

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the Provinces of Alberta, British Columbia, Manitoba, Saskatchewan, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador.

LONCOR RESOURCES INC.

By: (Signed) PETER N. COWLEY
President and Chief Executive Officer

By: (Signed) DONAT K. MADILO
Chief Financial Officer

On behalf of the Board of Directors

By: (Signed) ARNOLD T. KONDRAT
Director

By: (Signed) RICHARD J. LACHCIK
Director

CERTIFICATE OF THE UNDERWRITERS

Dated: September 19, 2012

To the best of our knowledge, information and belief, this short form prospectus together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the Provinces of Alberta, British Columbia, Manitoba, Saskatchewan, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador.

BMO NESBITT BURNS INC.	GMP SECURITIES L.P.
By: (Signed) FAHEEM TEJANI Director	By: (Signed) MARK WELLINGS Managing Director, Investment Banking

Loncor
RESOURCES INC.