LAWSON GOLD LIMITED

TERMS AND CONDITIONS OF DIRECTORS' OPTIONS

1. Each option to subscribe for a fully paid ordinary share in the capital of Lawson Gold Limited (**Option**) will entitle the holder (**Optionholder**) to subscribe for one fully paid ordinary share (**Share**) in Lawson Gold Limited ACN 141 804 104 (**Company**) (subject to possible adjustments referred to in paragraph 10 below).

2. Subject to any restriction agreement executed by the Optionholder and the Company in accordance with the official listing rules of the Australian Securities Exchange (**Restriction Agreement**), each Option is exercisable at any time after the Company is admitted to the official list of the Australian Securities Exchange (**ASX**) and before 5:00pm Adelaide time on the date which is the fifth anniversary of the date of such admission (**Expiry Date**). Options not exercised before the Expiry Date will lapse.

3. The exercise price of each Option is $0.30 (**Exercise Price**).

4. Options are exercisable by notice in writing to the Company, delivered to the registered address of the Company and accompanied by the full payment of the Exercise Price in cleared funds.

5. Some or all of the Options may be exercised at any one time or times prior to the Expiry Date.

6. Shares issued pursuant to the exercise of any of the Options will rank in all respects on equal terms with the existing Shares in the Company.

7. The Company will not seek to have the Options admitted to the official list of ASX and the Options will not be listed on ASX. The Company will make application for new Shares allotted on exercise of the Options to be admitted to the official list of ASX.

8. Each Option is not transferable, other than to a relative of the Optionholder or an entity controlled by the Optionholder (subject to any Restriction Agreement).

9. Options will not entitle the Optionholder to participate in any new issue of securities by the Company unless the Option has been duly exercised prior to the relevant record date. The Company will ensure that for the purposes of determining entitlements to participate in any new issues of securities to holders of Shares, that the record date will comply with the timetable prescribed by the ASX Listing Rules (if any).

10. If, prior to the Expiry Date the issued capital of the Company is reorganised, the rights of the Optionholders may be varied to comply with the ASX Listing Rules which apply to the reorganisation of capital.