



## **NOTICE OF GENERAL MEETING**

to be held on

**Wednesday, 14 December 2016 at 10:00 a.m. (Perth time) at  
RSM Australia Partners, 8 St Georges Terrace, Perth, Western Australia  
and**

## **EXPLANATORY MEMORANDUM**

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

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### KEY DATES

Deadline for lodgement of proxy forms for General Meeting	10:00 a.m. 12 December 2016
General Meeting	10:00 a.m. 14 December 2016

**All times referred to in this Notice of General Meeting are references to Perth time.**

## TIME AND PLACE OF MEETING AND HOW TO VOTE

### Venue

The General Meeting of Orion Gold NL (ACN 098 939 274) will be held at **10:00 a.m. on 14 December 2016 at:**

RSM Australia Partners  
8 St Georges Terrace  
Perth, Western Australia

### Your Vote is Important

The business of the General Meeting affects your shareholding and your vote is important.

### Voting in Person

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

### Voting by Proxy and Corporate Representatives

To vote by proxy, your Proxy Form must be received by the Company by no later than **10:00 a.m. on Monday, 12 December 2016**. Proxy Forms can be lodged:

By mail: Link Market Services Limited  
Locked Bag A14,  
Sydney South NSW 1235

By facsimile: (+61 2) 9287 0309

Online: Shareholders may submit their proxy instruction online on the Company's Share Registry by visiting [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). Select 'Investor Login'. Refer to 'Single Holding' and enter Orion Gold NL or the ASX code (ORN) in the Issuer Name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and Security Code which is shown on the screen and click 'Login'. Select 'Vote' under the 'Action' header and then follow the prompts to submit your proxy online. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

A shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy, who need not be a shareholder of the Company. A proxy may be an individual or a body corporate. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and their appointment does not specify the proportion or number of the shareholder's votes the proxy may exercise, each proxy may exercise one half of the shareholder's votes. If a shareholder appoints two proxies, neither may vote on a show of hands.

Shareholders and their proxies should be aware that if proxy holders vote, they must cast all directed proxies as directed, and any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

The proxy form must be signed by the shareholder or the shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act.

The proxy form and the power of attorney (if any) under which it is signed (or a certified copy of it) must be received at the Company's Share Registry **at least 48 hours before the commencement of the General Meeting or any adjournment of that meeting**.

If a representative of a corporate shareholder or a corporate proxy is to attend the meeting pursuant to section 250D of the Corporations Act, a certificate of appointment of the representative must be produced prior to the admission to the meeting. A form of certificate of appointment can be obtained from the Company's registered office.

### Voting Entitlements

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the General Meeting will be as it appears in the Share Register at **4.00 p.m. on 12 December 2016**.

## Notice of General Meeting

Notice is given that the General Meeting of the Shareholders of Orion Gold NL (**Company**) will be held at RSM Australia Partners, 8 St Georges Terrace, Perth, Western Australia on 14 December 2016 commencing at 10:00 a.m.

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

### Agenda

#### Resolution 1 – Ratification of prior issue of Shares

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 72,222,221 Shares on 14 November 2016 on the terms and conditions set out in the Explanatory Memorandum."*

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

#### Resolution 2 – Proposed issue of Shares to sophisticated and professional investors

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to a total of 55,555,555 Shares on the terms and conditions set out in the Explanatory Memorandum."*

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

#### Resolution 3 – Proposed issue of Shares to a Director (Mr Errol Smart (or his nominee))

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

*"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to a total of 3,333,333 Shares to Mr Errol Smart (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 3 by Mr Errol Smart or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### Resolution 4 – Proposed issue of Shares to a Director (Mr William Oliver (or his nominee))

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

*"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to a total of 1,111,111 Shares to Mr William Oliver (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 4 by Mr William Oliver or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Resolution 5 – Proposed issue of Shares to a Director (Mr Alexander Haller (or his nominee))**

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

*“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to a total of 1,111,111 Shares to Mr Alexander Haller (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 5 by Mr Alexander Haller or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

DATED: 14 November 2016

By Order of the Board



Martin Bouwmeester  
**Company Secretary**

## Explanatory Memorandum to accompany Notice of General Meeting

This Explanatory Memorandum has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the General Meeting.

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

### **Background to Resolutions 1 and 2 - Capital Raising**

The Company announced on 9 November 2016 that it is undertaking a placement to sophisticated and professional investors to raise approximately \$2,000,000. The Company proposes to seek applications from selected sophisticated and professional investors and existing shareholders approached by the Company, to subscribe for up to 127,777,777 Shares at an issue price of \$0.018 per Share to raise up to \$2,300,000 (**Placement**). On 14 November 2016, the Company completed the first stage of the Placement (**Tranche 1**) by issuing 72,222,221 Shares at \$0.018 per Share (**Tranche 1 Shares**) to raise \$1,300,000. The Tranche 1 Shares were issued without Shareholder approval using the Company's existing 15% annual placement capacity pursuant to ASX Listing Rule 7.1. However, the Company is seeking Shareholder approval to ratify the issue of the Tranche 1 Shares to allow for future equity fundraising flexibility (refer to Resolution 1 below for further details).

The second phase of the Placement (**Tranche 2**) involves the issue of a further 55,555,555 Shares at \$0.018 per Share (**Tranche 2 Shares**) to raise a further \$1,000,000 of new funds. The Directors believe that the additional \$300,000 proposed to be raised by the Company (from that which was announced on 9 November 2016) as part of Tranche 2, provides further funding flexibility to the Company. The Company is seeking Shareholder approval at the Meeting to issue the Tranche 2 Shares (refer to Resolution 2 below for further details).

### **Resolution 1 – Ratification of Prior Issue of Shares**

#### **Background**

On 14 November 2016, the Company completed the issue of the Tranche 1 Shares. Resolution 1 seeks Shareholder approval to ratify the issue of the Tranche 1 Shares.

#### **Purpose of Resolution 1**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying the issue of the Tranche 1 Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

#### **Information required for the purpose of Listing Rule 7.4**

The following information is provided in accordance with Listing Rule 7.5 in relation to the Tranche 1 issue:

- (a) The number of Shares issued was 72,222,221 Shares.
- (b) The issue price of the Shares was \$0.018 per Share.
- (c) The Shares were issued to sophisticated or professional investors pursuant to sections 708(8) and 708(11) of the Corporations Act. None of the subscribers are related parties of the Company.
- (d) The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (e) The funds raised will be used to fund the Company's exploration activities and for general working capital purposes.

#### **Directors' recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 1.

#### **Voting intention**

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 1.

**Resolution 2 – Proposed issue of Shares to sophisticated and professional investors****Background**

As part of the capital raising, the Company proposes to complete Tranche 2 of the Placement through the issue of up to 55,555,555 Shares to sophisticated or professional investors and existing shareholders approached by the Company, at an issue price of \$0.018 per Share to raise up to a total of \$1,000,000.

**Purpose of Resolution 2**

A summary of ASX Listing Rule 7.1 is set out in Resolution 1 above.

Shareholder approval is being sought for the issue of the Tranche 2 Shares as the issue will exceed the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

The effect of Resolution 2 will be to allow the Company to issue the Tranche 2 Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

**Information required for the purpose of Listing Rule 7.1**

The following information is provided in accordance with Listing Rule 7.3 in relation to the Tranche 2 issue:

- (a) The maximum number of Shares issued is 55,555,555 Shares.
- (b) The Shares will be issued on or about 14 December 2016. In any event, the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- (c) The issue price of the Shares will be \$0.018 per Share.
- (d) The Shares will be issued to sophisticated or professional investors pursuant to sections 708(8) and 708(11) of the Corporations Act. None of the subscribers will be related parties of the Company.
- (e) The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (f) The funds raised will be used to fund the Company's exploration activities and for general working capital purposes.

**Directors' recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 2.

**Voting intention**

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 2.

**Resolution 3 – Proposed issue of Shares to a Director (Mr Errol Smart (or his nominee))****Background**

If approved by Shareholders, Mr Errol Smart (or his nominee) proposes to subscribe for up to 3,333,333 Shares on the same terms as the Placement, to raise up to \$60,000 (**Smart Issue**).

**Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Smart Issue will result in the grant of Shares which constitutes giving a financial benefit and Mr Smart is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Smart, who has a material personal interest in Resolution 3) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares because the issue of Shares to Mr Smart is on the same terms as Shares issued to non-related party participants in the Placement and as such, the giving of the financial benefit is on arm's length terms.

**ASX Listing Rule 10.11**

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, unless an exception in ASX Listing Rule 10.12 applies.

As the issue of Shares to Mr Smart involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

If approval is given for the purposes of Listing Rule 10.11, approval is not required for the purposes of Listing Rule 7.1. Accordingly, the issue of Shares to Mr Smart will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

**Purpose of Resolution 3**

Resolution 3 seeks Shareholder approval for the Smart Issue.

**Information required for the purpose of Listing Rule 10.13**

The following information is provided in accordance with Listing Rule 10.13 in relation to the Smart Issue:

- (a) The Shares will be issued to Mr Errol Smart (or his nominee).
- (b) The maximum number of Shares the Company will issue to Mr Errol Smart (or his nominee) is 3,333,333 Shares.
- (c) The Shares will be issued to Mr Errol Smart (or his nominee) on or about 14 December 2016. In any event, the Shares will be issued no later than 1 month after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- (d) The issue price of the Shares will be \$0.018 per Share, being the same as all other Shares under the Placement.
- (e) The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (f) The funds raised will be used to fund the Company's exploration activities and for general working capital purposes.

**Directors' recommendation**

The Directors, other than Mr Errol Smart, recommend that Shareholders vote in favour of Resolution 3. Mr Errol Smart makes no recommendation.

**Voting intention**

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 3.

**Resolution 4 – Proposed issue of Shares to a Director (Mr William Oliver (or his nominee))****Background**

If approved by Shareholders, Mr William Oliver (or his nominee) proposes to subscribe for up to 1,111,111 Shares on the same terms as the Placement, to raise up to \$20,000 (**Oliver Issue**).

**Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Oliver Issue will result in the grant of Shares which constitutes giving a financial benefit and Mr Oliver is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Oliver, who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares because the issue of Shares to Mr Oliver is on the same terms as Shares issued to non-related party participants in the Placement and as such, the giving of the financial benefit is on arm's length terms.

**ASX Listing Rule 10.11**

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, unless an exception in ASX Listing Rule 10.12 applies.

As the issue of Shares to Mr Oliver involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

If approval is given for the purposes of Listing Rule 10.11, approval is not required for the purposes of Listing Rule 7.1. Accordingly, the issue of Shares to Mr Oliver will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

**Purpose of Resolution 4**

Resolution 4 seeks Shareholder approval for the Oliver Issue.

**Information required for the purpose of Listing Rule 10.13**

The following information is provided in accordance with Listing Rule 10.13 in relation to the Oliver Issue:

- (a) The Shares will be issued to Mr William Oliver (or his nominee).
- (b) The maximum number of Shares the Company will issue to Mr William Oliver (or his nominee) is 1,111,111 Shares.
- (c) The Shares will be issued to Mr William Oliver (or his nominee) on or about 14 December 2016. In any event, the Shares will be issued no later than 1 month after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- (d) The issue price of the Shares will be \$0.018 per Share, being the same as all other Shares under the Placement.
- (e) The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (f) The funds raised will be used to fund the Company's exploration activities and for general working capital purposes.

**Directors' recommendation**

The Directors, other than Mr William Oliver, recommend that Shareholders vote in favour of Resolution 4. Mr William Oliver makes no recommendation.

**Voting intention**

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 4.

**Resolution 5 – Proposed issue of Shares to a director (Mr Alexander Haller (or his nominee))****Background**

If approved by Shareholders, Mr Alexander Haller (or his nominee) proposes to subscribe for up to 1,111,111 Shares on the same terms as the Placement, to raise up to \$20,000 (**Haller Issue**).

**Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Haller Issue will result in the grant of Shares which constitutes giving a financial benefit and Mr Haller is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Haller, who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares because the issue of Shares to Mr Haller is on the same terms as Shares issued to non-related party participants in the Placement and as such, the giving of the financial benefit is on arm's length terms.

**ASX Listing Rule 10.11**

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, unless an exception in ASX Listing Rule 10.12 applies.

As the issue of Shares to Mr Haller involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

If approval is given for the purposes of Listing Rule 10.11, approval is not required for the purposes of Listing Rule 7.1. Accordingly, the issue of Shares to Mr Haller will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

**Purpose of Resolution 5**

Resolution 5 seeks Shareholder approval for the Haller Issue.

**Information required for the purpose of Listing Rule 10.13**

The following information is provided in accordance with Listing Rule 10.13 in relation to the Haller Issue:

- (a) The Shares will be issued to Mr Alexander Haller (or his nominee).
- (b) The maximum number of Shares the Company will issue to Mr Alexander Haller (or his nominee) is 1,111,111 Shares.
- (c) The Shares will be issued to Mr Alexander Haller (or his nominee) on or about 14 December 2016. In any event, the Shares will be issued no later than 1 month after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- (d) The issue price of the Shares will be \$0.018 per Share, being the same as all other Shares under the Placement.
- (e) The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (f) The funds raised will be used to fund the Company's exploration activities and for general working capital purposes.

**Directors' recommendation**

The Directors, other than Mr Alexander Haller, recommend that Shareholders vote in favour of Resolution 5. Mr Alexander Haller makes no recommendation.

**Voting intention**

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 5.

## Glossary

**\$** means Australian dollars.

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

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice.

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

**Proxy Form** means the proxy form accompanying the Notice.

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

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

**Shareholder** means a registered holder of a Share.

**Share Registry** means Link Market Services Limited.

## LODGE YOUR VOTE

 **ONLINE**  
www.linkmarketservices.com.au

 **BY MAIL**  
Orion Gold NL  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of Orion Gold NL and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

the Chairman of the Meeting *(mark box)*

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am (Perth time) on Wednesday, 14 December 2016 at RSM Australia Partners, 8 St Georges Terrace, Perth, Western Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Approval of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Proposed issue of Shares to a Director (Mr Alexander Haller (or his nominee))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Proposed issue of Shares to sophisticated and professional investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Proposed issue of Shares to a Director (Mr Errol Smart (or his nominee))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Proposed issue of Shares to a Director (Mr William Oliver (or his nominee))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3

ORN PRX1603A



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

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

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Perth time) on Monday, 12 December 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

Orion Gold NL  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**