



## **NOTICE OF GENERAL MEETING**

to be held on

**Friday, 28 October 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.	26 October 2016
General Meeting	10:00 a.m.	28 October 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 28 October 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, please complete and sign the enclosed Proxy Form and return it to the Company's Share Registry, Link Market Services Ltd, by:

- (a) post to Orion Gold NL c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- (b) hand delivery to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138; or
- (c) facsimile on (+61 2) 9287 0309,

so that it is received **not later than 10:00 a.m. on 26 October 2016.**

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. (Perth time) on 26 October 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 28 October 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 – Approval 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 Listing Rule 7.4 and all other purposes, shareholders ratify and approve the issue of 33,333,333 Shares made on 8 June 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 – Approval 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 Listing Rule 7.4 and all other purposes, shareholders ratify and approve the issue of 20,673,332 Shares made on 23 June 2016 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 – Approval 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 Listing Rule 7.4 and all other purposes, shareholders ratify and approve the issue of 9,100,000 Shares made on 16 September 2016 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 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.

DATED: 20 September 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.

### Resolution 1 – Approval of Prior Issue of Shares

#### Background

The Company announced to the ASX on 3 May 2016 that it had entered into a binding agreement for the sale of its Eastern Goldfields Project, comprising a non-contiguous tenement package located in the Eastern Goldfields region of Western Australia, to emerging gold producer Eastern Goldfields. Under the terms of the agreement, Eastern Goldfields agreed to procure the subscription for 33,333,333 Shares at \$0.015 per Share to raise \$500,000 (**Resolution 1 Placement**). On 8 June 2016, the Company completed the Resolution 1 Placement and issued 33,333,333 Shares at \$0.015 per Share to Eastern Goldfields, to raise \$500,000 using the Company's 15% placement capacity under ASX Listing Rule 7.1.

#### Purpose of Resolution 1

ASX Listing Rule 7.1 requires shareholder approval for an issue of equity securities if, over a 12 month period, the amount of the equity securities issued is more than 15% of the number of equity securities on issue at the start 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.

Accordingly, Shareholder approval is being sought for the ratification of the issue of 33,333,333 Shares under the Resolution 1 Placement so that the issue of Shares under the Resolution 1 Placement does not detract from the Company's ability to issue equity securities within the 15% limit in a 12 month period without Shareholder approval.

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

The following information is provided in accordance with Listing Rule 7.4:

- (a) The number of Shares issued to Eastern Goldfields was 33,333,333 Shares.
- (b) The Shares were issued on 8 June 2016.
- (c) The issue price of the Shares was \$0.015 per Share.
- (d) The Shares were issued to Eastern Goldfields.
- (e) The Shares issued rank equally with all other Shares on issue.
- (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 1.

#### Voting intention

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

### Resolution 2 – Approval of Prior Issue of Shares

#### Background

The Company announced to the ASX on 16 June 2016 that it has received commitments from investors to raise \$0.3 million by way of placement of 20 million Shares at \$0.015 per Share. On 23 June 2016, the Company completed the placement and issued 20,673,332 Shares at \$0.015 per Share (**Resolution 2 Placement**) to sophisticated or professional investors to raise \$310,000 using the Company's 15% placement capacity under ASX Listing Rule 7.1.

#### Purpose of Resolution 2

ASX Listing Rule 7.1 requires shareholder approval for an issue of equity securities if, over a 12 month period, the amount of the equity securities issued is more than 15% of the number of equity securities on issue at the start 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.

Accordingly, Shareholder approval is being sought for the ratification of the issue of 20,673,332 Shares under the Resolution 2 Placement so that the issue of Shares under the Resolution 2 Placement does not detract from the Company's ability to issue equity securities within the 15% limit in a 12 month period without Shareholder approval.

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

The following information is provided in accordance with Listing Rule 7.4:

- (a) The number of Shares issued to investors was 20,673,332 Shares.
- (b) The Shares were issued on 23 June 2016.
- (c) The issue price of the Shares was \$0.015 per Share.
- (d) The Shares were issued to sophisticated or professional investor clients of Hartleys Limited and to certain sophisticated and professional investors identified by the Directors. None of the subscribers are related parties of the Company.
- (e) The Shares will rank equally with all other Shares on issue.
- (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 – Approval of Prior Issue of Shares**

#### **Background**

The Company announced to the ASX on 16 September 2016 that it had completed a placement of 9,100,000 Shares at \$0.025 per Share (**Resolution 3 Placement**) to Eastern Goldfields to raise \$227,500 using the Company's 15% placement capacity under ASX Listing Rule 7.1.

#### **Purpose of Resolution 3**

ASX Listing Rule 7.1 requires shareholder approval for an issue of equity securities if, over a 12 month period, the amount of the equity securities issued is more than 15% of the number of equity securities on issue at the start 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.

Accordingly, Shareholder approval is being sought for the ratification of the issue of 9,100,000 Shares under the Resolution 3 Placement so that the issue of Shares under the Resolution 3 Placement does not detract from the Company's ability to issue equity securities within the 15% limit in a 12 month period without Shareholder approval.

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

The following information is provided in accordance with Listing Rule 7.4:

- (a) The maximum number of Shares issued to Eastern Goldfields was 9,100,000 Shares.
- (b) The Shares were issued on 16 September 2016.
- (c) The issue price of the Shares was \$0.025 per Share.
- (d) The Shares were issued to Eastern Goldfields.
- (e) The Shares will rank equally with all other Shares on issue.
- (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 3.

#### **Voting intention**

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

## 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.

**Eastern Goldfields** means Eastern Goldfields Limited (ABN 69 100 038 266)

**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

 **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 **10:00 a.m. (Perth time) on Friday, 28 October 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*
1 Approval of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2

 \* 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 PRX1601A





## 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 **10:00 a.m. (Perth time) on Wednesday, 26 October 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:



#### 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.**