



## **NOTICE OF ANNUAL GENERAL MEETING**

to be held on

**Thursday, 26 November 2015 at 10:00 a.m. (Perth time) at  
Bentleys, Level 1, 12 Kings Park Road, West 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.**

## TABLE OF CONTENTS

<b>1.</b>	<b>Notice of Annual General Meeting</b>	<b>4</b>
<b>2.</b>	<b>Explanatory Memorandum</b>	<b>8</b>
	<ul style="list-style-type: none"> <li>• Financial Statements and Reports</li> <li>• Resolution 1 - Remuneration Report</li> <li>• Resolution 2 - Re-election of Mr Alexander Haller</li> <li>• Resolution 3 - Approval of prior issue of Shares</li> <li>• Resolution 4 - Proposed issue of Shares to sophisticated and professional investors</li> <li>• Resolution 5 - Proposed issue of Shares to Tarney Holdings Pty Ltd</li> <li>• Resolution 6 - Proposed issue of Shares to Silja Investment Ltd</li> <li>• Resolution 7 - Proposed issue of Shares to a Director (Mr Errol Smart (or his nominee))</li> <li>• Resolution 8 - Orion Gold Option &amp; Performance Rights Plan</li> <li>• Resolution 9 - Proposed grant of options to Mr Denis Waddell (or his nominee)</li> <li>• Resolution 10 - Proposed grant of options to Mr Errol Smart (or his nominee)</li> <li>• Resolution 11 - Proposed grant of options to Mr William Oliver (or his nominee)</li> <li>• Resolution 12 - Proposed grant of employee options to Mr Martin Bouwmeester (or his nominee)</li> </ul>	
<b>3.</b>	<b>Glossary</b>	<b>21</b>
<b>4.</b>	<b>Schedules</b>	<b>22</b>
<b>5.</b>	<b>Appointment of Proxy</b>	<b>(Enclosed separately)</b>

### KEY DATES

Deadline for lodgement of proxy forms for Annual General Meeting	10:00 a.m.	24 November 2015
Annual General Meeting	10:00 a.m.	26 November 2015

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

## TIME AND PLACE OF MEETING AND HOW TO VOTE

### Venue

The Annual General Meeting of Orion Gold NL (ACN 098 939 274) will be held at **10:00 a.m. on Thursday, 26 November 2015 at:**

Bentleys  
Level 1, 12 Kings Park Road  
West Perth, Western Australia

### Your Vote is Important

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

### Voting in Person

To vote in person, attend the Annual 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 Tuesday, 24 November 2015.**

A shareholder entitled to attend and vote at the Annual 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 Annual 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 Annual General Meeting will be as it appears in the Share Register at **4.00 p.m. (Perth time) on 24 November 2015.**

## Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the Shareholders of Orion Gold NL (**Company**) will be held at Bentleys, Level 1, 12 Kings Park Road, West Perth, Western Australia on Thursday, 26 November 2015 commencing at 10:00 a.m.

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

### Agenda

#### Financial Statements and Reports – Year Ended 30 June 2015 (no resolution required)

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2015 together with the directors' report and the auditor's report.

#### Resolution 1 - Remuneration Report

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

*"That, for the purposes of section 250R(2) of the Corporations Act 2001 and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2015."*

**Voting Prohibition Statement:** A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on Resolution 1; and
  - (ii) expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### Resolution 2 - Re-election of Mr Alexander Haller

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

*"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Alexander Haller, a Director who retires by rotation, and being eligible, is re-elected as a Director."*

#### 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 the issue of up to a total of 30,000,000 Shares to be issued to selected sophisticated and professional investors prior to the date of the Meeting 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.

#### Resolution 4 - 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 Listing Rule 7.1 and all other purposes approval is given for the Company to issue up to a total of 70,000,000 Shares to selected sophisticated and professional investors (less any Shares to be ratified under Resolution 3) 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 any person who may participate in the issue, a person who might obtain a benefit (except a benefit solely in the capacity of a holder of Shares) if the Resolution is passed 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 5 – Proposed issue of Shares to Tarney Holdings Pty Ltd**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to a total of 33,333,333 Shares to Tarney Holdings Pty Ltd pursuant to the Tarney Facility and 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 Tarney Holdings Pty Ltd (or its nominee) and any of their 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 6 – Proposed issue of Shares to Silja Investment Ltd**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to a total of 9,333,333 Shares to Silja Investment Ltd pursuant to the Silja Facility and on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 6 by Silja Investment Ltd (or its nominee) and any of their 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 7 – 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 ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to a total of 6,666,666 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 7 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 8 – Approval to Grant Options & Performance Rights under the Orion Gold Option & Performance Rights Plan**

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

*"That, for the purposes of ASX Listing Rule 7.2 (Exception 9) and for all other purposes, the grant of options and performance rights to eligible participants under the Orion Gold Option & Performance Rights Plan as described in the Explanatory Memorandum, is approved as an exception to ASX Listing Rule 7.1."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 8 by a Director who may participate in any employee incentive scheme of the Company and any associate of that Director. 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.

#### **Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

**Resolution 9 – Proposed grant of options to Mr Denis Waddell (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 grant of 12,000,000 options to Mr Denis Waddell (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 9 by Mr Waddell (or his nominee) or any of his associates. 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 directions on the Proxy Form, or, it is cast by the Chairman of 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.

**Voting Prohibition Statement:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

**Resolution 10 – Proposed grant of options to 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 grant of 30,000,000 options 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 10 by Mr Smart (or his nominee) or any of his associates. 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 directions on the Proxy Form, or, it is cast by the Chairman of 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.

**Voting Prohibition Statement:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

**Resolution 11 – Proposed grant of options to 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 grant of 6,000,000 options 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 11 by Mr Oliver (or his nominee) or any of his associates. 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 directions on the Proxy Form, or, it is cast by the Chairman of 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.

**Voting Prohibition Statement:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

**Resolution 12 – Proposed grant of employee options to Mr Martin Bouwmeester (or his nominee)**

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 grant of 6,000,000 options to Mr Martin Bouwmeester (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 12 by Mr Bouwmeester (or his nominee) or any of his associates. 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 directions on the Proxy Form, or, it is cast by the Chairman of 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.

**Voting Prohibition Statement:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

DATED: 20 October 2015

By Order of the Board



Kim Hogg  
**Company Secretary**

## Explanatory Memorandum to accompany Notice of Annual 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 Annual General Meeting.

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

### **Financial Statements and Reports**

The Corporations Act requires the financial report, directors' report and auditor's report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to vote on, approve or adopt these reports. Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on these reports and on the management of the Company.

The auditor of the Company is required to attend the Annual General Meeting and will be available to take Shareholders' questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Prior to the meeting, Shareholders may also forward written questions to the auditor about the conduct of the audit and the content of the auditor's report. These should be emailed to [info@oriongold.com.au](mailto:info@oriongold.com.au) or mailed to the Company Secretary, Suite 2, 64 Thomas Street, West Perth, Western Australia 6005 and may be submitted up to 5 business days before the Annual General Meeting. The Company is required by law to forward all questions to the auditor and the auditor is required to prepare a list of questions that the auditor considers are relevant to the conduct of the audit and the content of the auditor's report. The auditor may omit questions that are the same in substance to other questions and questions that are not received by the auditor in a timely manner. At the meeting, the Chairman will give the auditor a reasonable opportunity to answer in response to the list of questions. The list of questions, as prepared by the auditor, will be available on the Company's website, [www.oriongold.com.au](http://www.oriongold.com.au), prior to the meeting. In addition, copies of the list of questions will be available at the meeting.

In accordance with the Corporations Act, the Company will not be providing Shareholders with a hard copy of the Company's annual financial report unless specifically requested to do so. Shareholders may view the Company's annual financial report on its website at [www.oriongold.com.au](http://www.oriongold.com.au).

### **Resolution 1 - Remuneration Report**

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the directors' report contained in the annual financial report of the Company for the financial year.

A reasonable opportunity will be provided for Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

### **Voting consequences**

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

### **Previous voting results**

At the Company's previous Annual General Meeting, the votes cast against the remuneration report considered at that meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for the 2015 Annual General Meeting.



**Directors' recommendation**

The Board considers that the Company's remuneration policies are structured to provide rewards based on performance and are competitive with those in the markets in which it operates. On that basis, and with each Director acknowledging their personal interest in the resolution, the Board recommends 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 - Re-election of Mr Alexander Haller**

Clause 13.2 of the Constitution requires that one third of the Company's Directors (or the number nearest one-third, rounded upwards in case of doubt) must retire at each Annual General Meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third Annual General Meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Company currently has four Directors and accordingly Mr Alexander Haller (the Director longest in office since last being re-elected) is retiring in accordance with clause 13.2 of the Constitution.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election. Mr Haller retires by rotation and offers himself for re-election. He was appointed a Director on 27 February 2009 and has continuously served as a Director since his appointment.

Refer to the Company's full year statutory accounts announced to the ASX on 25 September 2015 for Mr Haller's biographical details.

**Directors' recommendation**

The Directors, other than Mr Haller, recommend that Shareholders vote in favour of Resolution 2. Mr Haller makes no recommendation.

**Voting intention**

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

**Resolutions 3 and 4 - Proposed issue of Shares to sophisticated and professional investors****Background**

As part of a capital raising, the Company proposes to seek applications from selected sophisticated and professional investors to subscribe for up to 100,000,000 Shares at an issue price of \$0.015 per Share to raise up to \$1,500,000 (**Placement**).

It is proposed that the Placement will occur in two stages, being:

- (a) a placement of 30,000,000 Shares prior to the Annual General Meeting using the Company's 15% placement capacity under ASX Listing Rule 7.1 (these Shares are the subject of the ratification sought under Resolution 3); and
- (b) a placement of 70,000,000 Shares following the Annual General Meeting (subject to shareholders approving Resolution 4).

**Purpose of Resolutions 3 and 4**

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:

- (a) under Resolution 3 for the ratification of the issue of 30,000,000 Shares under the Placement prior to the date of the Meeting; and
- (b) under Resolution 4 for the issue of 70,000,000 Shares under the Placement.

so that the issue of Shares under the 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 (Resolution 3)**

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

- (a) The maximum number of Shares to be issued to investors under the Placement prior to the date of the Meeting is 30,000,000 Shares.
- (b) The Shares will be issued following the date that the Notice of Meeting is dispatched but prior to the date of the Meeting.
- (c) The issue price of the Shares under the Placement will be \$0.015 cents per Share.
- (d) The Shares will be issued to "sophisticated" or "professional" investors in accordance with sections 708(8) and (11) of the Corporations Act, as selected by 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.

#### **Information required for the purpose of Listing Rule 7.3 (Resolution 4)**

The following information is provided in accordance with Listing Rule 7.3:

- (a) The maximum number of Shares the Company will issue to investors under the Placement following the date of the Meeting is 70,000,000 Shares.
- (b) The Shares will be issued no later than 3 months after the date of the Annual General Meeting.
- (c) The issue price of the Shares under the Placement will be \$0.015 cents per share.
- (d) The Shares will be issued to "sophisticated" or "professional" investors in accordance with sections 708(8) and (11) of the Corporations Act.
- (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 Resolutions 3 and 4.

#### **Voting intention**

The Chairman of the meeting intends to vote all available proxies in favour of Resolutions 3 and 4.

#### **Resolution 5 - Proposed issue of ordinary shares to Tarney Holdings Pty Ltd**

##### **Background**

On 30 July 2015, the Company announced that it had obtained a \$500,000 loan facility from Tarney Holdings Pty Ltd (**Tarney**), a company associated with the Company's Chairman Mr Denis Waddell (**Tarney Facility**). The proceeds of the facility have and will continue to be used to progress ongoing exploration work as well as for general working capital purposes.

Under the terms of the Tarney Facility, the Company or Tarney may elect to convert cash drawn down under the facility to Shares (subject to Shareholder approval). Any Shares issued to Tarney upon conversion will be issued at the lowest price at which Orion issues any shares or announces to the ASX its intent to issue shares under a capital raising, between the date of the Tarney Facility and the date that an election is made by Orion or Tarney to convert cash drawn down under the Tarney Facility into Orion Shares. Should Orion not issue Shares under a capital raising during this period, any Shares issued to Tarney upon conversion will be issued at the volume weighted average price of Orion Shares as traded on the ASX in the ten trading days prior to the issue of Shares to Tarney.

The expiry date of the Tarney Facility is 31 December 2015 (unless otherwise agreed by the parties).

As at the date of this Notice, the Company has drawn down a total of \$300,000 and anticipates that it will draw down the remaining \$200,000 available under the Tarney Facility prior to the date of the Annual General Meeting. The Company has elected to convert the total drawn down under the Tarney Facility as at the date of the Annual General Meeting to Shares (subject to Shareholder approval). The Company is therefore seeking Shareholder approval for the issue of up to 33,333,333 Shares in order to convert the entire Tarney Facility to Shares. No funds will therefore be raised from the issue of Shares to Tarney as funds have (or will be) provided to the Company under the Tarney Facility prior to the date of issue of Shares.

If Resolution 5 is approved, the maximum number of Shares to be issued to Tarney will be 33,333,333 at \$0.015 per Share.

#### **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 grant of Shares constitutes giving a financial benefit and Tarney is a related party of the Company by virtue of being a company controlled by a Director.

The Directors (other than Mr Waddell, 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 Tarney Facility was negotiated on an arm's length basis.

#### **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 Tarney 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 Tarney will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

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

The following information is provided in accordance with Listing Rule 10.13:

- (a) The Shares will be issued to Tarney Holdings Pty Ltd.
- (b) The maximum number of Shares the Company will issue to Tarney is 33,333,333 Shares.
- (c) The Shares will be issued to Tarney on or about 27 November 2015. In any event, the Shares will be issued no later than 1 month after the date of the Annual General Meeting.
- (d) The issue price of the Shares will be \$0.015 per Share.
- (e) The Shares will rank equally in all respects with the existing fully paid ordinary shares in the Company.
- (f) As noted above, the issue of Shares to Tarney will be used to retire debt through reduction in the balance of the Tarney Facility.

#### **Directors' recommendation**

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

#### **Voting intention**

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

**Resolution 6 – Proposed issue of Shares to Silja Investment Ltd****Background**

On 30 July 2015, the Company announced that it had obtained a \$500,000 loan facility from Silja Investment Ltd (**Silja**), a company associated with a Director of the Company, Mr Alexander Haller (**Silja Facility**). The proceeds of the facility are to be used to progress ongoing exploration work as well as for general working capital purposes.

Under the terms of the Silja Facility, the Company or Silja may elect to convert cash drawn down under the facility to Shares (subject to Shareholder approval). Any Shares issued to Silja upon conversion will be issued at the lowest price at which Orion issues any shares or announces to the ASX its intent to issue shares under a capital raising, between the date of the Silja Facility and the date that an election is made by Orion or Silja to convert cash drawn down under the Silja Facility into Orion shares. Should Orion not issue Shares under a capital raising during this period, any Shares issued to Silja upon conversion will be issued at the volume weighted average price of Orion Shares as traded on the ASX in the ten trading days prior to the issue of Shares to Silja.

The expiry date of the Silja Facility is 31 December 2015 (unless otherwise agreed by the parties).

As at the date of this Notice, the Company has drawn down a total of \$140,000. The Company has elected to convert this amount to Shares (subject to Shareholder approval). The Company is therefore seeking Shareholder approval for the issue of Shares in order to convert the balance of the Silja Facility to Shares. No funds will therefore be raised from the issue of Shares to Silja.

If Resolution 6 is approved, the maximum number of Shares to be issued to Silja will be 9,333,333 at \$0.015 per Share.

**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 grant of Shares constitutes giving a financial benefit and Silja is a related party of the Company by virtue of being a company controlled by a Director.

The Directors (other than Mr Haller, who has a material personal interest in Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares because the Tarney Facility was negotiated on an arm's length basis.

**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 Silja 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 Silja 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 6**

ASX Listing Rule 10.11 requires shareholder approval for an issue of (or agreement to issue) equity securities to a related party, unless an exception applies.

Silja is a related party of the Company because it is controlled by Mrs Josephine Haller, a relative of Mr Alexander Haller (a Director of the Company). For this reason, shareholder approval under ASX Listing Rule 10.11 is required for the issue of Shares to Silja. If approval is given for the purposes of Listing Rule 10.11, approval is not required for the purposes of Listing Rule 7.1.

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

The following information is provided in accordance with Listing Rule 10.13:

- (a) The Shares will be issued to Silja Investment Ltd.
- (b) The maximum number of Shares the Company will issue to Silja is 9,333,333 Shares.
- (c) The Shares will be issued to Silja on or about 27 November 2015. In any event, the Shares will be issued no later than 1 month after the date of the Annual General Meeting.

- (d) The issue price of the Shares will be \$0.015 per Share.
- (e) The Shares will rank equally in all respects with the existing fully paid ordinary shares in the Company.
- (f) As noted above, the issue of Shares to Silja will be used to retire debt through reduction in the balance of the Silja Facility.

**Directors' recommendation**

The Directors, other than Mr Alexander Haller, recommend that Shareholders vote in favour of Resolution 6. Mr Alexander Haller makes no recommendation.

**Voting intention**

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 6.

**Resolution 7 – Proposed issue of Shares to a Director (Mr Errol Smart (or his nominee))****Background**

Mr Errol Smart (or his nominee) proposes to subscribe for up to 6,666,666 Shares at an issue price of \$0.015 per Share to raise up to \$100,000.

**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 grant of Shares 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 7) 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 are being issued to investors under the Placement.

**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 7**

ASX Listing Rule 10.11 requires shareholder approval for an issue of (or agreement to issue) equity securities to a related party, unless an exception applies. Mr Errol Smart is a Director of the Company and is therefore a related party of the Company.

For this reason, shareholder approval under ASX Listing Rule 10.11 is required for the issue of Shares to Mr Errol Smart. If approval is given for the purposes of Listing Rule 10.11, approval is not required for the purposes of Listing Rule 7.1.

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

The following information is provided in accordance with Listing Rule 10.13:

- (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 6,666,666 Shares.
- (c) The Shares will be issued to Mr Errol Smart (or his nominee) on or about 27 November 2015. In any event, the Shares will be issued no later than 1 month after the date of the Annual General Meeting.
- (d) The issue price of the Shares will be \$0.015 per Share.
- (e) The Shares will rank equally in all respects with the existing fully paid ordinary shares in the Company.

- (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 7. Mr Errol Smart makes no recommendation.

### Voting intention

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 7.

## **Resolution 8 – Approval to Grant Options & Performance Rights under the Orion Gold Option & Performance Rights Plan**

### Background

The Board has established the Orion Gold Option & Performance Rights Plan (**Plan**) to provide an incentive to employees by enabling them to participate in the Company's development and growth. Directors of the Company are not eligible to participate in the Plan. The Plan was last approved by shareholders at the 2012 Annual General Meeting.

### Purpose of Resolution 8

Resolution 8 seeks Shareholder approval for future issues of securities under the Plan for the purposes of ASX Listing Rule 7.2 (Exception 9).

ASX Listing Rule 7.1 requires shareholder approval for an issue of equity securities (which includes options and performance rights) if, over a 12 month period, the number of equity securities issued is more than 15% of the number of ordinary shares on issue at the start of that 12 month period.

ASX Listing Rule 7.2 (Exception 9) provides that an issue of equity securities under an employee incentive scheme does not detract from the available 15% limit under ASX Listing Rule 7.1 if shareholders approved the issue of securities under the employee incentive scheme as an exception to ASX Listing Rule 7.1 no more than three years before the date of issue. Accordingly, approval is sought under ASX Listing Rule 7.2 (Exception 9) for the grant of options and performance rights under the Plan, so that such grants do not detract from the 15% limit.

### Information required for the purpose of Listing Rule 7.2 (Exception 9)

The following information is provided in accordance with Listing Rule 7.2 (Exception 9):

#### Summary of the Orion Gold Option & Performance Rights Plan

The following is a summary of the key terms of the Plan:

- Under the Plan, the Board may offer options and performance rights to employees of the Company and its related bodies corporate, or such other persons as the Board determines but excluding all Directors of the Company.
- On exercise of an option or performance right, the Company will deliver a fully paid ordinary share to the Plan participant. Shares can be delivered by either new issue or on-market purchase.
- The exercise price (if any) of the options will be an amount determined by the Board specified at the time an option is granted. No amount is payable upon the exercise of a performance right, unless the Board determines otherwise at the time the performance right is granted.
- The Board will have the discretion to determine the terms and conditions of a grant of options or performance rights, including:
  - (a) vesting conditions which must be met before the options or rights can be exercised;
  - (b) restrictions on the disposal of or dealing in a share delivered upon the exercise of an option or right; and
  - (c) whether the shares to be delivered upon the exercise of an option or right are to be held by a trustee for the benefit of the participant.
- The Plan imposes a 5% cap on the number of shares which can be subject to options and performance rights granted under the Plan, calculated by reference to the Company's total issued share capital and in accordance with the Plan.
- The term of options and performance rights granted under the Plan will be 7 years, or another period specified by the Board at the time of grant.
- When options or performance rights are granted, the Board will specify the circumstance in which they will expire, including in relation to the cessation of employment.

- Unless the options or performance rights granted under the Plan have been exercised and the shares delivered before the relevant record date, a Plan participant cannot participate in new issues of securities to holders of ordinary shares, in relation to those options or rights.
- If the Company makes a pro rata bonus issue of shares or other securities to holders of ordinary shares, and options or rights have not been exercised, then the number of shares the subject of the options or rights will be increased by the number of securities that the participant would have received if the options or rights had been exercised before the record date for the bonus issue.
- If the Company makes a pro rata issue of securities (other than a bonus issue) to holders of ordinary shares, and an amount is payable on the exercise of options or rights, the exercise price will be changed in accordance with the ASX Listing Rules. If no amount is payable on the exercise of the options or rights, the number of options or rights held by a participant may be adjusted in such manner as the Board determines, subject to law.
- In the event of a capital reorganisation, the number of shares the subject of each option or right will be adjusted in accordance with the ASX Listing Rules.
- Options and performance rights will be forfeited if the applicable vesting conditions are not satisfied, or if the participant commits any act of fraud, defalcation or gross misconduct in relation to the Company or a related body corporate.
- If control of the Company changes, the Board has the discretion to waive any vesting conditions which have not been satisfied.
- The Company may appoint a trustee for the purpose of acquiring and delivering shares to participants and/or holding shares on behalf of participants.
- Participation in the Plan may be extended to participants overseas on essentially the same or a similar basis in Australia, except that the participation may be governed by a different set of rules to accommodate the requirements of local laws and regulatory conditions.
- The Board has certain discretions under the Plan. In particular, the Board may amend the rules of the Plan or waive vesting conditions or disposal restrictions.

A copy of the Rules of the Plan is available on request from the Company's registered office.

#### Securities issued under the Plan

The Plan was last approved by Shareholders on 23 November 2012. As at the date of this Notice, a total of 6,500,000 options have been issued since that approval, as follows:

- On 3 October 2013, the Company issued 3,000,000 options to Mr William Oliver, who was not a Director at the time, and 3,000,000 options to employees of the Company; and
- On 12 December 2014, the Company issued 500,000 options to a consultant geologist.

#### **Directors' recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 8.

#### **Voting intention**

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 8.

#### **Resolution 9 – Proposed Grant of Options to Mr Denis Waddell (or his nominee)**

##### **Background**

The Company has agreed, subject to obtaining shareholder approval, to grant 12,000,000 options (**Director Options**) to Mr Denis Waddell (or his nominee) on the terms and conditions set out below.

ASX Listing Rule 10.11 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 a Director of the Company Mr Waddell is a related party for the purposes of ASX Listing Rule 10.11. Accordingly, shareholder approval is sought pursuant to ASX Listing Rule 10.11 for the proposed grant of Director Options to Mr Waddell (or his nominee).

Separate approval under ASX Listing Rule 7.1 is not required for the proposed grant of Director Options to Mr Waddell (or his nominee) if shareholder approval is received under ASX Listing Rule 10.11. Accordingly, if the resolution is passed, the grant of Director Options to Mr Waddell (or his nominee) will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

**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 grant of Shares constitutes giving a financial benefit and Mr Waddell is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Waddell who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Director Options because the agreement to grant the Director Options, reached as part of the remuneration package for Mr Waddell, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

**Shareholder Approval (ASX Listing Rule 10.11)**

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Director Options to Mr Waddell (or his nominee):

- (a) the maximum number of Director Options proposed to be granted to Mr Waddell (or his nominee) is 12,000,000;
- (b) subject to shareholder approval, the Director Options will be granted to Mr Waddell (or his nominee) no later than 1 month after the date of the Annual General Meeting;
- (c) the Director Options will be granted for nil cash consideration and accordingly no funds will be raised from the grant of the Director Options;
- (d) the exercise price of the Director Options is as shown in the table below. Any proceeds from the exercise of the Director Options will be used for general corporate purposes; and

Number of options	Exercise price
4,000,000	\$0.020
4,000,000	\$0.035
4,000,000	\$0.050

- (e) the terms and conditions of the Director Options proposed to be granted to Mr Waddell are set out in Schedule 1.

**Purpose of Resolution 9**

The primary purpose of the proposed grant of Director Options to Mr Waddell is to enable the Company to provide, in Mr Waddell's capacity as the Company's Chairman, market appropriate non-executive director remuneration whilst both retaining cash reserves and also encouraging non-executive directors to have a meaningful level of investment in the Company. The Board (other than Mr Waddell) considered appropriate governance practices, market remuneration levels and the extensive experience and reputation of Mr Waddell when considering the grant of the Director Options to him. In addition, the Board took into consideration that Mr Waddell and the senior executives of the Company agreed to a 50% reduction in remuneration from October 2014 with the objective of providing additional funds for direct exploration expenditure. The Board considers the grant of the Director Options to Mr Waddell to be reasonable, given his contribution to date, the reduction in cash remuneration and the necessity to attract the highest calibre of professional to the Company while maintaining the Company's cash reserves.

**Directors' recommendation**

The Directors, other than Mr Waddell, recommend that Shareholders vote in favour of Resolution 9. Mr Waddell makes no recommendation.

**Voting intention**

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 9.



**Resolution 10 – Proposed Grant of Options to Mr Errol Smart (or his nominee)****Background**

The Company has agreed, subject to obtaining shareholder approval, to grant 30,000,000 options (**Director Options**) to Mr Errol Smart (or his nominee) on the terms and conditions set out below.

ASX Listing Rule 10.11 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 a Director of the Company Mr Smart is a related party for the purposes of ASX Listing Rule 10.11. Accordingly, shareholder approval is sought pursuant to ASX Listing Rule 10.11 for the proposed grant of Director Options to Mr Smart (or his nominee).

Separate approval under ASX Listing Rule 7.1 is not required for the proposed grant of Director Options to Mr Smart (or his nominee) if shareholder approval is received under ASX Listing Rule 10.11. Accordingly, if the resolution is passed, the grant of Director Options to Mr Smart (or his nominee) will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

**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 grant of Shares 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 the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Director Options because the agreement to grant the Director Options, reached as part of the remuneration package for Mr Smart, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

**Shareholder Approval (ASX Listing Rule 10.11)**

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Director Options to Mr Smart (or his nominee):

- (a) the maximum number of Director Options proposed to be granted to Mr Smart (or his nominee) is 30,000,000;
- (b) subject to shareholder approval, the Director Options will be granted to Mr Smart (or his nominee) no later than 1 month after the date of the Annual General Meeting;
- (c) the Director Options will be granted for nil cash consideration and accordingly no funds will be raised from the grant of the Director Options;
- (d) the exercise price of the Director Options is as shown in the table below. Any proceeds from the exercise of the Director Options will be used for general corporate purposes; and

Number of options	Exercise price
10,000,000	\$0.020
10,000,000	\$0.035
10,000,000	\$0.050

- (e) the terms and conditions of the Director Options proposed to be granted to Mr Smart are set out in Schedule 2.

**Purpose of Resolution 10**

The primary purpose of the proposed grant of Director Options to Mr Smart is to enable the Company to provide an overall market competitive remuneration package of which an appropriate component is both incentive based and promotes retention. The Board (other than Mr Smart) considered the extensive experience and reputation of Mr Smart as well as market comparable remuneration arrangements when considering the grant of the Director Options to him. In addition, the Board took into consideration that Mr Smart and the senior executives of the Company agreed to a 50% reduction in remuneration from October 2014 with the objective of providing additional funds for direct exploration expenditure. The Board considers the grant of the Director Options to Mr Smart to be reasonable, given his contribution to date, the reduction in cash remuneration and the necessity to attract the highest calibre of professional to the Company while maintaining the Company's cash reserves.

**Directors' recommendation**

The Directors, other than Mr Smart, recommend that shareholders vote in favour of Resolution 10. Mr Smart makes no recommendation.

**Voting intention**

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 10.

**Resolution 11 – Proposed Grant of Options to Mr William Oliver (or his nominee)****Background**

The Company has agreed, subject to obtaining shareholder approval, to grant 6,000,000 options (**Director Options**) to Mr William Oliver (or his nominee) on the terms and conditions set out below.

ASX Listing Rule 10.11 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 a Director of the Company Mr Oliver is a related party for the purposes of ASX Listing Rule 10.11. Accordingly, shareholder approval is sought pursuant to ASX Listing Rule 10.11 for the proposed grant of Director Options to Mr Oliver (or his nominee).

Separate approval under ASX Listing Rule 7.1 is not required for the proposed grant of Director Options to Mr Oliver (or his nominee) if shareholder approval is received under ASX Listing Rule 10.11. Accordingly, if the resolution is passed, the grant of Director Options to Mr Oliver (or his nominee) will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

**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 grant of Shares 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 the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Director Options because the agreement to grant the Director Options, reached as part of the remuneration package for Mr Oliver, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

**Shareholder Approval (ASX Listing Rule 10.11)**

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Director Options to Mr Oliver (or his nominee):

- (a) the maximum number of Director Options proposed to be granted to Mr Oliver (or his nominee) is 6,000,000;
- (b) subject to shareholder approval, the Director Options will be granted to Mr Oliver (or his nominee) no later than 1 month after the date of the Annual General Meeting;
- (c) the Director Options will be granted for nil cash consideration and accordingly no funds will be raised from the grant of the Director Options;
- (d) the exercise price of the Director Options is as shown in the table below. Any proceeds from the exercise of the Director Options will be used for general corporate purposes; and

Number of options	Exercise price
2,000,000	\$0.020
2,000,000	\$0.035
2,000,000	\$0.050

- (e) the terms and conditions of the Director Options proposed to be granted to Mr Oliver are set out in Schedule 3.

**Purpose of Resolution 11**

The primary purpose of the proposed grant of Director Options to Mr Oliver is to enable the Company to provide an overall market competitive remuneration package of which an appropriate component is both incentive based and promotes retention. The Board (other than Mr Oliver) considered the extensive experience and reputation of Mr Oliver as well as market comparable remuneration arrangements when considering the grant of the Director Options to him. In addition, the Board took into consideration that Mr Oliver and the senior executives of the Company agreed to a 50% reduction in remuneration from October 2014 with the objective of providing additional funds for direct exploration expenditure. The Board considers the grant of the Director Options to Mr Oliver to be reasonable, given his contribution to date, the reduction in cash remuneration and the necessity to attract the highest calibre of professional to the Company while maintaining the Company's cash reserves.

**Directors' recommendation**

The Directors, other than Mr Oliver, recommend that shareholders vote in favour of Resolution 11. Mr Oliver makes no recommendation.

**Voting intention**

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 11.

**Resolution 12 – Proposed Grant of Employee Options to Mr Martin Bouwmeester (or his nominee)****Background**

The Company has agreed, subject to obtaining shareholder approval, to grant 6,000,000 options (**Employee Options**) to Mr Martin Bouwmeester (or his nominee) on the terms and conditions set out below.

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 ordinary shares on issue at the start of that 12 month period.

Accordingly, shareholder approval is sought for the proposed grant of Employee Options to Mr Bouwmeester (or his nominee) so that this does not detract from the Company's ability to issue equity securities within the 15% limit in a 12 month period without shareholder approval.

**Shareholder Approval (ASX Listing Rule 7.3)**

Pursuant to and in accordance with the requirements of ASX Listing Rule 7.3, the following information is provided in relation to the proposed grant of Employee Options to Mr Bouwmeester (or his nominee):

- (a) the maximum number of Employee Options proposed to be granted to Mr Bouwmeester (or his nominee) is 6,000,000;
- (b) subject to shareholder approval, the Employee Options will be granted to Mr Bouwmeester (or his nominee) no later than 3 months after the date of the Annual General Meeting;
- (c) the Employee Options will be granted for nil cash consideration and accordingly no funds will be raised from the grant of the Employee Options;
- (d) the exercise price of the Employee Options is as shown in the table below. Any proceeds from the exercise of the Employee Options will be used for general corporate purposes; and

Number of options	Exercise price
2,000,000	\$0.020
2,000,000	\$0.035
2,000,000	\$0.050

- (e) the terms and conditions of the Employee Options proposed to be granted to Mr Bouwmeester are set out in Schedule 4.

**Purpose of Resolution 12**

The primary purpose of the proposed grant of Employee Options to Mr Bouwmeester is to enable the Company to provide, in Mr Bouwmeester's capacity as the Company's Business Development Manager an overall market competitive remuneration package of which an appropriate component is both incentive based and promotes retention whilst enabling the Company to retain cash reserves. The Board considered market remuneration levels, the extensive experience and reputation of Mr Bouwmeester as well as his potential future contribution towards the Company meeting its strategic goals and objectives when considering the grant of the Employee Options to him. In addition, the Board took into consideration that Mr Bouwmeester and the senior executives of the Company agreed to a 50% reduction in remuneration from October 2014 with the objective of providing additional funds for direct

exploration expenditure. The Board considers the grant of the Employee Options to Mr Bouwmeester to be reasonable, given his contribution to date, the reduction in cash remuneration and the necessity to attract the highest calibre of professional to the Company while maintaining the Company's cash reserves.

**Directors' recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 12.

**Voting intention**

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 12.

## Glossary

\$ means Australian dollars.

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

**ASIC** means the Australian Securities & Investments Commission.

**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.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

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

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

**Directors** means the current directors of the Company.

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

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**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.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2015.

**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.

**Schedule 1 – Terms and Conditions of Director Options – Denis Waddell (or nominee)**

- (a) Each Director Option gives the optionholder the right to subscribe for one ordinary share (**Share**) in the capital of Orion Gold NL (**Company**) upon exercise of the Director Options in accordance with the terms and conditions of the Director Options.
- (b) The Director Options vest as follows:
- i. subject to paragraph (ii), 4,000,000 of the Director Options will vest on 30 November 2015, 4,000,000 of the Director Options will vest on 30 November 2016 and 4,000,000 of the Director Options will vest on 30 November 2017; and
  - ii. notwithstanding paragraph (i), 100% of the Director Options will vest immediately upon:
    - (A) the Board of the Company making a recommendation to shareholders to accept a takeover bid for all of the issued Shares of the Company;
    - (B) the despatch of a notice of general meeting to consider a scheme of arrangement between the Company and its creditors or members or any class thereof pursuant to section 411 of the Corporations Act; or
    - (C) the date upon which a person or a group of associated persons becomes entitled subsequent to the date of grant of the Director Options, to sufficient Shares to give it or them the ability, in general meeting, to replace all or a majority of the Board in circumstances where such ability was not already held by a person associated with such person or group of associated persons.
- (c) The Director Options will expire at 5.00pm on 30 November 2020 (**Expiry Date**). Any Director Options not exercised will automatically expire at this time.
- (d) The amount payable upon exercise of each Director Option will be as shown in the table below (**Exercise Price**).

Number of options	Exercise price	Vest
4,000,000	\$0.020	30 November 2015
4,000,000	\$0.035	30 November 2016
4,000,000	\$0.050	30 November 2017

- (e) The Director Options held by the optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (f) Subject to paragraph (e), the optionholder may exercise their Director Options by lodging with the Company, before the Expiry Date:
- i. a written notice of exercise of Director Options specifying the number of Director Options being exercised; and
  - ii. a cheque or electronic funds transfer for the Exercise Price for the number of Director Options being exercised,
- (Exercise Notice).**
- (g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (h) Within 10 Business Days of receipt of an effective Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Director Options specified in the Exercise Notice.
- (i) The Director Options are not transferable until such time as the Director Options have vested in accordance with paragraph (b) above.
- (j) All Shares issued upon the exercise of Director Options will from the date of issue rank pari passu in all respects with other Shares.

- (k) The Company will not apply for quotation of the Director Options on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the exercise of Director Options on ASX within 10 Business Days after the date of issue of those Shares.
- (l) Subject to paragraphs (n) and (p), the optionholder will not be entitled to participate in new issues of capital offered to holders of Shares in the Company prior to the exercise of the Director Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give the optionholder the opportunity to exercise their Director Options prior to the date for determining entitlements to participate in any such issue.
- (m) The optionholder will not have any right to attend and vote at general meetings.
- (n) In the event of any reconstruction or reorganisation (including consolidation, subdivision, reduction or return of capital) of the Company, the Director Options shall be treated in a manner consistent with the Corporations Act and the ASX Listing Rules as in force as at the date of any such reconstruction.
- (o) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of grant of the Director Options, the exercise price of the Director Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- (p) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of grant of the Director Options, the number of securities over which a Director Option is exercisable may be increased by the number of securities which the optionholder would have received if the Director Option had been exercised before the record date for the bonus issue in accordance with ASX Listing Rule 6.22.3.
- (q) Other than as provided for above, the Director Options do not confer any right upon the optionholder to a change in the exercise price of each Director Option or a change in the number of Shares over which each Director Option can be exercised.
- (r) For the purposes of the Income Tax Assessment Act (1997), the Director Options are granted under a Tax – Upfront Scheme.

**Schedule 2 – Terms and Conditions of Director Options – Errol Smart (or nominee)**

- (a) Each Director Option gives the optionholder the right to subscribe for one ordinary share (**Share**) in the capital of Orion Gold NL (**Company**) upon exercise of the Director Options in accordance with the terms and conditions of the Director Options.
- (b) The Director Options vest as follows:
- i. subject to paragraph (ii), 10,000,000 of the Director Options will vest on 30 November 2015, 10,000,000 of the Director Options will vest on 30 November 2016 and 10,000,000 of the Director Options will vest on 30 November 2017; and
  - ii. notwithstanding paragraph (i), 100% of the Director Options will vest immediately upon:
    - (A) the Board of the Company making a recommendation to Shareholders to accept a takeover bid for all of the issued Shares of the Company;
    - (B) the despatch of a notice of general meeting to consider a scheme of arrangement between the Company and its creditors or members or any class thereof pursuant to section 411 of the Corporations Act; or
    - (C) the date upon which a person or a group of associated persons becomes entitled subsequent to the date of grant of the Director Options, to sufficient Shares to give it or them the ability, in general meeting, to replace all or a majority of the Board in circumstances where such ability was not already held by a person associated with such person or group of associated persons.
- (c) The Director Options will expire at 5.00pm on 30 November 2020 (**Expiry Date**). Any Director Options not exercised will automatically expire at this time.
- (d) The amount payable upon exercise of each Director Option will be as shown in the table below (**Exercise Price**).

Number of options	Exercise price	Vest
10,000,000	\$0.020	30 November 2015
10,000,000	\$0.035	30 November 2016
10,000,000	\$0.050	30 November 2017

- (e) The Director Options held by the optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (f) Subject to paragraph (e), the optionholder may exercise their Director Options by lodging with the Company, before the Expiry Date:
- i. a written notice of exercise of Director Options specifying the number of Director Options being exercised; and
  - ii. a cheque or electronic funds transfer for the Exercise Price for the number of Director Options being exercised,
- (Exercise Notice).**
- (g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (h) Within 10 Business Days of receipt of an effective Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Director Options specified in the Exercise Notice.
- (i) The Director Options are not transferable until such time as the Director Options have vested in accordance with paragraph (b) above.
- (j) All Shares issued upon the exercise of Director Options will from the date of issue rank pari passu in all respects with other Shares.



- (k) The Company will not apply for quotation of the Director Options on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the exercise of Director Options on ASX within 10 Business Days after the date of issue of those Shares.
- (l) Subject to paragraphs (n) and (p), the optionholder will not be entitled to participate in new issues of capital offered to holders of Shares in the Company prior to the exercise of the Director Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give the optionholder the opportunity to exercise their Director Options prior to the date for determining entitlements to participate in any such issue.
- (m) The optionholder will not have any right to attend and vote at general meetings.
- (n) In the event of any reconstruction or reorganisation (including consolidation, subdivision, reduction or return of capital) of the Company, the Director Options shall be treated in a manner consistent with the Corporations Act and the ASX Listing Rules as in force as at the date of any such reconstruction.
- (o) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of grant of the Director Options, the exercise price of the Director Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- (p) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of grant of the Director Options, the number of securities over which a Director Option is exercisable may be increased by the number of securities which the optionholder would have received if the Director Option had been exercised before the record date for the bonus issue in accordance with ASX Listing Rule 6.22.3.
- (q) Other than as provided for above, the Director Options do not confer any right upon the optionholder to a change in the exercise price of each Director Option or a change in the number of Shares over which each Director Option can be exercised
- (r) For the purposes of the Income Tax Assessment Act (1997), the Director Options are granted under a Tax – Upfront Scheme.

**Schedule 3 – Terms and Conditions of Director Options – William Oliver (or nominee)**

- (a) Each Director Option gives the optionholder the right to subscribe for one ordinary share (**Share**) in the capital of Orion Gold NL (**Company**) upon exercise of the Director Options in accordance with the terms and conditions of the Director Options.
- (b) The Director Options vest as follows:
- i. subject to paragraph (ii), 2,000,000 of the Director Options will vest on 30 November 2015, 2,000,000 of the Director Options will vest on 30 November 2016 and 2,000,000 of the Director Options will vest on 30 November 2017; and
  - ii. notwithstanding paragraph (i), 100% of the Director Options will vest immediately upon:
    - (A) the Board of the Company making a recommendation to Shareholders to accept a takeover bid for all of the issued Shares of the Company;
    - (B) the despatch of a notice of general meeting to consider a scheme of arrangement between the Company and its creditors or members or any class thereof pursuant to section 411 of the Corporations Act; or
    - (C) the date upon which a person or a group of associated persons becomes entitled subsequent to the date of grant of the Director Options, to sufficient Shares to give it or them the ability, in general meeting, to replace all or a majority of the Board in circumstances where such ability was not already held by a person associated with such person or group of associated persons.
- (c) The Director Options will expire at 5.00pm on 30 November 2020 (**Expiry Date**). Any Director Options not exercised will automatically expire at this time.
- (d) The amount payable upon exercise of each Director Option will be as shown in the table below (**Exercise Price**).

Number of options	Exercise price	Vest
2,000,000	\$0.020	30 November 2015
2,000,000	\$0.035	30 November 2016
2,000,000	\$0.050	30 November 2017

- (e) The Director Options held by the optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (f) Subject to paragraph (e), the optionholder may exercise their Director Options by lodging with the Company, before the Expiry Date:
- i. a written notice of exercise of Director Options specifying the number of Director Options being exercised; and
  - ii. a cheque or electronic funds transfer for the Exercise Price for the number of Director Options being exercised,
- (Exercise Notice).**
- (g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (h) Within 10 Business Days of receipt of an effective Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Director Options specified in the Exercise Notice.
- (i) The Director Options are not transferable until such time as the Director Options have vested in accordance with paragraph (b) above.
- (j) All Shares issued upon the exercise of Director Options will from the date of issue rank pari passu in all respects with other Shares.

- (k) The Company will not apply for quotation of the Director Options on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the exercise of Director Options on ASX within 10 Business Days after the date of issue of those Shares.
- (l) Subject to paragraphs (n) and (p), the optionholder will not be entitled to participate in new issues of capital offered to holders of Shares in the Company prior to the exercise of the Director Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give the optionholder the opportunity to exercise their Director Options prior to the date for determining entitlements to participate in any such issue.
- (m) The optionholder will not have any right to attend and vote at general meetings.
- (n) In the event of any reconstruction or reorganisation (including consolidation, subdivision, reduction or return of capital) of the Company, the Director Options shall be treated in a manner consistent with the Corporations Act and the ASX Listing Rules as in force as at the date of any such reconstruction.
- (o) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of grant of the Director Options, the exercise price of the Director Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- (p) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of grant of the Director Options, the number of securities over which a Director Option is exercisable may be increased by the number of securities which the optionholder would have received if the Director Option had been exercised before the record date for the bonus issue in accordance with ASX Listing Rule 6.22.3
- (q) Other than as provided for above, the Director Options do not confer any right upon the optionholder to a change in the exercise price of each Director Option or a change in the number of Shares over which each Director Option can be exercised
- (r) For the purposes of the Income Tax Assessment Act (1997), the Director Options are granted under a Tax – Upfront Scheme.

**Schedule 4 – Terms and Conditions of Employee Options – Martin Bouwmeester (or nominee)**

- (a) Each Employee Option gives the optionholder the right to subscribe for one ordinary share (**Share**) in the capital of Orion Gold NL (**Company**) upon exercise of the Employee Options in accordance with the terms and conditions of the Employee Options.
- (b) The Employee Options vest as follows:
- i. subject to paragraph (ii), 2,000,000 of the Employee Options will vest on 30 November 2015, 2,000,000 of the Employee Options will vest on 30 November 2016 and 2,000,000 of the Employee Options will vest on 30 November 2017; and
  - ii. notwithstanding paragraph (i), 100% of the Employee Options will vest immediately upon:
    - (A) the Board of the Company making a recommendation to Shareholders to accept a takeover bid for all of the issued Shares of the Company;
    - (B) the despatch of a notice of general meeting to consider a scheme of arrangement between the Company and its creditors or members or any class thereof pursuant to section 411 of the Corporations Act; or
    - (C) the date upon which a person or a group of associated persons becomes entitled subsequent to the date of grant of the Employee Options, to sufficient Shares to give it or them the ability, in general meeting, to replace all or a majority of the Board in circumstances where such ability was not already held by a person associated with such person or group of associated persons.

- (c) The Employee Options will expire at 5.00pm on 30 November 2020 (**Expiry Date**). Any Employee Options not exercised will automatically expire at this time.
- (d) The amount payable upon exercise of each Employee Option will be as shown in the table below (**Exercise Price**).

Number of options	Exercise price	Vest
2,000,000	\$0.020	30 November 2015
2,000,000	\$0.035	30 November 2016
2,000,000	\$0.050	30 November 2017

- (e) The Employee Options held by the optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (f) Subject to paragraph (e), the optionholder may exercise their Employee Options by lodging with the Company, before the Expiry Date:
- i. a written notice of exercise of Employee Options specifying the number of Employee Options being exercised; and
  - ii. a cheque or electronic funds transfer for the Exercise Price for the number of Employee Options being exercised,

**(Exercise Notice).**

- (g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (h) Within 10 Business Days of receipt of an effective Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Employee Options specified in the Exercise Notice.
- (i) The Employee Options are not transferable until such time as the Employee Options have vested in accordance with paragraph (b) above.
- (j) All Shares issued upon the exercise of Employee Options will from the date of issue rank pari passu in all respects with other Shares.

- (k) The Company will not apply for quotation of the Employee Options on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the exercise of Employee Options on ASX within 10 Business Days after the date of issue of those Shares.
- (l) Subject to paragraphs (n) and (p), the optionholder will not be entitled to participate in new issues of capital offered to holders of Shares in the Company prior to the exercise of the Employee Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give the optionholder the opportunity to exercise their Employee Options prior to the date for determining entitlements to participate in any such issue.
- (m) The optionholder will not have any right to attend and vote at general meetings.
- (n) In the event of any reconstruction or reorganisation (including consolidation, subdivision, reduction or return of capital) of the Company, the Employee Options shall be treated in a manner consistent with the Corporations Act and the ASX Listing Rules as in force as at the date of any such reconstruction.
- (o) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of grant of the Employee Options, the exercise price of the Employee Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- (p) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of grant of the Employee Options, the number of securities over which an Employee Option is exercisable may be increased by the number of securities which the optionholder would have received if the Employee Option had been exercised before the record date for the bonus issue in accordance with ASX Listing Rule 6.22.3.
- (q) Other than as provided for above, the Employee Options do not confer any right upon the optionholder to a change in the exercise price of each Employee Option or a change in the number of Shares over which each Employee Option can be exercised
- (r) For the purposes of the Income Tax Assessment Act (1997), the Employee Options are granted under a Tax – Upfront Scheme.



Orion Gold<sub>NL</sub>

ACN 098 939 274

## LODGE YOUR VOTE



### ONLINE

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

## 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 above by **10:00am (Perth time) on Tuesday, 24 November 2015**, 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.



### 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).

## 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, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### 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:

- 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
- 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).

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



# PROXY FORM

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

STEP 1

## 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

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 Annual General Meeting of the Company to be held at **10:00am (Perth time) on Thursday, 26 November 2015 at Bentleys, Level 1, 12 Kings Park Road, West Perth, Western Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1, 8, 9, 10, 11 and 12:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 8, 9, 10, 11 and 12, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

STEP 2

## 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 Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Proposed grant of options to Mr Denis Waddell (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Alexander Haller	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Proposed grant of options to Mr Errol Smart (or his nominee)	<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"/>	11 Proposed grant of options to Mr William Oliver (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Proposed issue of Shares to sophisticated and professional investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Proposed grant of employee options to Mr Martin Bouwmeester (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Proposed issue of Shares to Tarney Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Proposed issue of Shares to Silja Investment Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Proposed issue of Shares to a Director (Mr Errol Smart (or his nominee))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval to Grant Options & Performance Rights under the Orion Gold Option & Performance Rights Plan	<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.

STEP 3

## 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).

