

*Rule 2.7, 3.10.3, 3.10.4, 3.10.5*

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Orion Gold NL

ABN

76 098 939 274

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- | 1                 | +Class of +securities issued or to be issued  | Options.   |                   |                |            |         |            |         |            |         |                   |                |         |         |         |         |         |         |
|-------------------|---|--|-------------------|----------------|------------|---------|------------|---------|------------|---------|-------------------|----------------|---------|---------|---------|---------|---------|---------|
| 2                 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | (i) 54,000,000<br>(ii) 1,000,000   |                   |                |            |         |            |         |            |         |                   |                |         |         |         |         |         |         |
| 3                 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | (i) Unlisted options expiring 30 November 2020 and exercisable as follows: <table border="0" style="margin-left: 20px; width: 80%;"> <thead> <tr> <th style="text-align: left;">Number of options</th> <th style="text-align: left;">Exercise price</th> </tr> </thead> <tbody> <tr> <td>18,000,000</td> <td>\$0.020</td> </tr> <tr> <td>18,000,000</td> <td>\$0.035</td> </tr> <tr> <td>18,000,000</td> <td>\$0.050</td> </tr> </tbody> </table> Vesting conditions apply.<br>(ii) Unlisted options expiring 30 November 2020 and exercisable as follows: <table border="0" style="margin-left: 20px; width: 80%;"> <thead> <tr> <th style="text-align: left;">Number of options</th> <th style="text-align: left;">Exercise price</th> </tr> </thead> <tbody> <tr> <td>333,333</td> <td>\$0.020</td> </tr> <tr> <td>333,333</td> <td>\$0.035</td> </tr> <tr> <td>333,334</td> <td>\$0.050</td> </tr> </tbody> </table> Vesting conditions apply. | Number of options | Exercise price | 18,000,000 | \$0.020 | 18,000,000 | \$0.035 | 18,000,000 | \$0.050 | Number of options | Exercise price | 333,333 | \$0.020 | 333,333 | \$0.035 | 333,334 | \$0.050 |
| Number of options | Exercise price  |  |                   |                |            |         |            |         |            |         |                   |                |         |         |         |         |         |         |
| 18,000,000        | \$0.020   |  |                   |                |            |         |            |         |            |         |                   |                |         |         |         |         |         |         |
| 18,000,000        | \$0.035   |  |                   |                |            |         |            |         |            |         |                   |                |         |         |         |         |         |         |
| 18,000,000        | \$0.050   |  |                   |                |            |         |            |         |            |         |                   |                |         |         |         |         |         |         |
| Number of options | Exercise price  |  |                   |                |            |         |            |         |            |         |                   |                |         |         |         |         |         |         |
| 333,333           | \$0.020   |  |                   |                |            |         |            |         |            |         |                   |                |         |         |         |         |         |         |
| 333,333           | \$0.035   |  |                   |                |            |         |            |         |            |         |                   |                |         |         |         |         |         |         |
| 333,334           | \$0.050   |  |                   |                |            |         |            |         |            |         |                   |                |         |         |         |         |         |         |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>(i) and (ii) No.</p> <p>The options will not be quoted. Shares to be issued upon exercise of the options will rank equally with all other fully paid ordinary shares on issue.</p>
<p>5 Issue price or consideration</p>	<p>(i) Nil.</p> <p>(ii) Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(i) The options have been granted to directors and executives following shareholder approval at the 2015 Annual General Meeting.</p> <p>(ii) The options have been granted to an employee pursuant to the Orion Gold Option &amp; Performance Rights Plan.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No.</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/A</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>N/A</p>

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6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A									
6f	Number of +securities issued under an exception in rule 7.2	N/A									
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A									
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A									
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Rule 7.1 – 45,844,197 Rule 7.1A – N/A.									
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	26 November 2015									
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">305,627,982</td> <td>Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	305,627,982	Fully paid ordinary shares	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">305,627,982</td> <td>Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	305,627,982	Fully paid ordinary shares
Number	+Class										
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**New issue announcement**

	Number	+Class
9		Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)
	18,333,333	Unlisted options exercisable at \$0.02 expiring 30 November 2020.
	18,333,333	Unlisted options exercisable at \$0.035 expiring 30 November 2020.
	18,333,334	Unlisted options exercisable at \$0.05 expiring 30 November 2020.
	9,000,000	Unlisted options exercisable at \$0.147849 expiring 31 May 2018.
	9,000,000	Unlisted options exercisable at \$0.247849 expiring 31 May 2018.
	9,000,000	Unlisted options exercisable at \$0.347849 expiring 31 May 2018.
	1,000,000	Unlisted options exercisable at \$0.147849 expiring 30 April 2018.
	1,000,000	Unlisted options exercisable at \$0.247849 expiring 30 April 2018.
	1,000,000	Unlisted options exercisable at \$0.347849 expiring 30 April 2018.
	6,000,000	Unlisted options exercisable at \$0.347849 expiring 31 July 2016.
	250,000	Unlisted options exercisable at \$0.045 expiring 30 November 2019.
	250,000	Unlisted options exercisable at \$0.06 expiring 30 November 2019.
58,775	Contributing Shares (\$0.04 paid with \$3.96 to pay).	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable

**Part 2 - Pro rata issue**

**Questions 11 to 33 Not Applicable**

**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of +securities  
*(tick one)*
- (a)  +Securities described in Part 1
- (b)  All other +securities  
 Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

+ See chapter 19 for defined terms.

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Questions 35 to 37 - Not Applicable*

**Entities that have ticked box 34(b)**

*Questions 38 to 42 - Not Applicable*

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Denis Waddell  
Chairman

Date: 2 December 2015

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+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>							
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>							
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	255,842,921						
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"></td> <td style="width: 25%; text-align: right;">47,856,062</td> <td style="width: 25%; text-align: right;">19 Dec 2014</td> </tr> <tr> <td></td> <td style="text-align: right;">1,928,999</td> <td style="text-align: right;">12 Feb 2015</td> </tr> </table>		47,856,062	19 Dec 2014		1,928,999	12 Feb 2015
	47,856,062	19 Dec 2014					
	1,928,999	12 Feb 2015					
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil						
<b>“A”</b>	<b>305,627,982</b>						

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 [Note: this value cannot be changed]
<b>Multiply “A” by 0.15</b>	<b>45,844,196</b>
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil
“C”	Nil
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	45,844,197
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	-
<b>Total</b> [“A” x 0.15] – “C”	45,844,197 [Note: this is the remaining placement capacity under rule 7.1]

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	N/A
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>“E”</b>	
<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	
<b>Total [“A” x 0.10] – “E”</b>	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

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