

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity Orion Gold NL
ABN 76 098 939 274

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Errol Smart
Date of last notice	28 November 2013

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect.
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Kinsella Holdings Ltd. (Mr Smart has a beneficial interest in an associated entity which holds shares in Kinsella Holdings Ltd).
Date of change	23 June 2014
No. of securities held prior to change	2,076,000 fully paid ordinary shares (Kinsella Holdings Ltd). 15,000,000 unlisted options expiring 31 May 2018 (Kinsella Holdings Ltd): a. 5,000,000 exercisable at \$0.15; b. 5,000,000 exercisable at \$0.25; and c. 5,000,000 exercisable at \$0.35. 900,000 listed options exercisable at \$0.20 expiring 31 August 2015 (Kinsella Holdings Ltd).
Class	Fully paid ordinary shares.
Number acquired	3,333,333 fully paid ordinary shares.
Number disposed	Not applicable.

+ See chapter 19 for defined terms.

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<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>\$100,000 for 2,222,222 fully paid ordinary shares issued at an issue price of 4.5 cents per share to Kinsella Holdings Ltd as an underwriter of the SPP as announced on 16 April 2014 (as approved at the Company's General Meeting on 23 May 2014).</p> <p>1,111,111 fully paid ordinary shares issued at an issue price of 4.5 cents per share to Kinsella Holdings Ltd in satisfaction of amounts to be paid by the Company to Mr Smart (as approved at the Company's General Meeting on 23 May 2014). Consequently the Company received no cash in consideration for the shares issued.</p>
<p>No. of securities held after change</p>	<p>5,409,333 fully paid ordinary shares (Kinsella Holdings Ltd).</p> <p>15,000,000 unlisted options expiring 31 May 2018 (Kinsella Holdings Ltd):</p> <ul style="list-style-type: none"> a. 5,000,000 exercisable at \$0.15; b. 5,000,000 exercisable at \$0.25; and c. 5,000,000 exercisable at \$0.35. <p>900,000 listed options exercisable at \$0.20 expiring 31 August 2015 (Kinsella Holdings Ltd).</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>2,222,222 fully paid ordinary shares issued to Kinsella Holdings Ltd as an underwriter of the SPP as announced on 16 April 2014 (as approved at the Company's General Meeting on 23 May 2014).</p> <p>1,111,111 fully paid ordinary shares issued to Kinsella Holdings Ltd in satisfaction of amounts to be paid by the Company to Mr Smart (as approved at the Company's General Meeting on 23 May 2014).</p>

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<p>Detail of contract</p>	<p>Nil</p>
<p>Nature of interest</p>	<p>Not applicable</p>
<p>Name of registered holder (if issued securities)</p>	<p>Not applicable</p>
<p>Date of change</p>	<p>Not applicable</p>

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No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
Interest after change	Not applicable

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

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