

# 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

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| <b>Name of entity</b> <b>Orion Gold NL</b> |
| <b>ABN</b> <b>76 098 939 274</b>           |

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.

|                            |                |
|----------------------------|----------------|
| <b>Name of Director</b>    | William Oliver |
| <b>Date of last notice</b> | 1 May 2014     |

### 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.

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| <b>Direct or indirect interest</b>   | Indirect.  |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | William Alan Oliver & Bryony Nicolle Norman Oliver <Maximillian Investment Trust><br><br>William Alan Oliver & Bryony Nicolle Norman Oliver <Bandb S/F A/C><br><br>(Maximillian Investment Trust and Bandb S/F A/C are entities associated entity to Mr Oliver)                      |
| <b>Date of change</b>  | 23 June 2014   |
| <b>No. of securities held prior to change</b>  | 3,471,086 fully paid ordinary shares (Maximillian Investment Trust).<br><br>3,000,000 unlisted options expiring 31 May 2018 (Maximillian Investment Trust):<br>a. 1,000,000 exercisable at \$0.15;<br>b. 1,000,000 exercisable at \$0.25; and<br>c. 1,000,000 exercisable at \$0.35. |
| <b>Class</b>   | Fully paid ordinary shares.  |
| <b>Number acquired</b>   | 1,555,557 fully paid ordinary shares (Maximillian Investment Trust)<br><br>444,445 (Bandb S/F A/C)   |

+ See chapter 19 for defined terms.

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|   |   |
|---|---|
| <b>Number disposed</b>  | Not applicable.   |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | <p>\$20,000 for 444,446 fully paid ordinary shares issued at an issue price of 4.5 cents per share to Maximillian Investment Trust 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>\$20,000 for 444,445 fully paid ordinary shares issued at an issue price of 4.5 cents per share to Bandb S/F A/C 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 Maximillian Investment Trust in satisfaction of amounts to be paid by the Company to Mr Oliver (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> |
| <b>No. of securities held after change</b>  | <p>5,026,643 fully paid ordinary shares (Maximillian Investment Trust).</p> <p>444,445 fully paid ordinary shares (Bandb S/F A/C).</p> <p>3,000,000 unlisted options expiring 31 May 2018 (Maximillian Investment Trust):</p> <ul style="list-style-type: none"> <li>a. 1,000,000 exercisable at \$0.15;</li> <li>b. 1,000,000 exercisable at \$0.25; and</li> <li>c. 1,000,000 exercisable at \$0.35.</li> </ul>   |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | <p>444,446 fully paid ordinary shares issued to Maximillian Investment Trust as an underwriter of the SPP (as approved at the Company's General Meeting on 23 May 2014).</p> <p>444,445 fully paid ordinary shares issued to Bandb S/F A/C as an underwriter of the SPP (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 Maximillian Investment Trust in satisfaction of amounts to be paid by the Company to Mr Oliver (as approved at the Company's General Meeting on 23 May 2014).</p>   |

+ See chapter 19 for defined terms.

**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.

|   |                |
|---|----------------|
| <b>Detail of contract</b>   | Nil            |
| <b>Nature of interest</b>   | Not applicable |
| <b>Name of registered holder (if issued securities)</b>   | Not applicable |
| <b>Date of change</b>   | Not applicable |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> | Not applicable |
| <b>Interest acquired</b>  | Not applicable |
| <b>Interest disposed</b>  | Not applicable |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>   | Not applicable |
| <b>Interest after change</b>  | Not applicable |

**Part 3 – +Closed period**

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

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