



NOTICE OF ANNUAL GENERAL MEETING

to be held on

Friday, 28 November 2014 at 10:00 a.m. (Perth time) at

Suite 2, 64 Thomas Street, 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.

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KEY DATES

Deadline for lodgement of proxy forms for Annual General Meeting	10:00 a.m.	26 November 2014
Annual General Meeting	10:00 a.m.	28 November 2014

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 Friday, 28 November 2014 at:**

Suite 2
64 Thomas Street
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 Level 12, 680 George Street, Sydney NSW 2000; or
- (c) facsimile on (+61 2) 9287 0309,

so that it is received **not later than 10:00 a.m. on Wednesday, 26 November 2014.**

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 26 November 2014.**

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the shareholders of Orion Gold NL (the "**Company**") will be held at Suite 2, 64 Thomas Street, West Perth, Western Australia on Friday, 28 November 2014 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 2014 (no resolution required)

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2014 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 2014."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

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

Resolution 2 - Re-election of Mr Denis Waddell

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 Denis Waddell, 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 and approve the issue of 3,772,226 Shares made on 23 June 2014 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 - Approval of prior issue of shares

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

"That, for the purposes of Listing Rule 7.4 and all other purposes, shareholders ratify and approve the issue of 8,298,894 Shares made on 30 June 2014 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 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 5 - Proposed issue of ordinary 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 16,666,667 Shares to Tarney Holdings Pty Ltd on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 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.

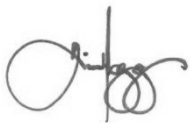
Resolution 6 - Appointment of Auditor

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

"That, pursuant to Section 327B of the Corporations Act and for all other purposes, approval is given for the appointment of RSM Bird Cameron Partners, having been nominated by a shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the close of this Annual General Meeting, and the Directors be authorised to set their remuneration, subject to ASIC approval."

DATED: 28 October 2014

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 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, 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.

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 annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Directors' recommendation

The Board considers that the Company's remuneration policies are structured to provide rewards based on its performance and are competitive with those in the markets in which it operates. On that basis, and with each Director acknowledging their personal interest, the Board recommends that shareholders vote in favour of this resolution.

Voting intention

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

Resolution 2 - Re-election of Denis Waddell

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 Waddell 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 Denis Waddell retires by rotation and offers himself for re-election. Mr Waddell was appointed a Director on 27 February 2009 and has continuously served as a Director since his appointment.

Mr Waddell is a Chartered Accountant with extensive experience in the management of exploration and mining companies. Prior to establishing Tanami Gold NL in 1994, Mr Waddell was the Finance Director of the Metana Minerals NL group.

During the past 30 years, Mr Waddell has gained considerable experience in corporate finance and operations management of exploration and mining companies.

Directors' recommendation

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

Voting intention

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

Resolutions 3 and 4 - Approval of prior issue of shares

Listing Rule 7.1 places certain restrictions on the extent to which a listed company may issue equity securities. In effect, Shareholder approval is required before the Company may issue securities representing more than 15 per cent of the ordinary shares within a 12 month period.

Certain issues are exempt from that Listing Rule and effectively are disregarded for the purpose of calculating the number of securities which a company may issue. Under Listing Rule 7.4, Shareholders may ratify an issue of equity securities so that the issue is disregarded in determining in the future whether the Company has reached that threshold.

The Shares issued to which Resolutions 3 and 4 relate were made to underwriters of the Company's Share Purchase Plan (**SPP**) conducted in April and May 2014. Following closure of the SPP offer on 16 May 2014, the Company issued 3,772,226 Shares on 23 June 2014 and 8,298,894 Shares on 30 June 2014 at \$0.045 per Share to the underwriters, raising a total of \$543,200.

The information required to be provided to Shareholders to satisfy Listing Rule 7.4 is specified in Listing Rule 7.5. Approval is sought to maintain the Company's flexibility to manage its capital requirements and issue Shares where necessary within the 15 per cent limit.

In compliance with the information requirements of Listing Rule 7.5, shareholders are advised of the following particulars in relation to the issues of Shares:

Resolution 3

- (a) The number of securities issued was 3,772,226 Shares.
- (b) The issue price of the Shares was \$0.045 per Share.
- (c) The Shares issued rank equally in all aspects with the existing fully paid ordinary shares in the Company.
- (d) The Shares were issued to underwriters of the Company's Share Purchase Plan in accordance with the terms of the underwriting agreements.

- (e) The funds raised from the issue of the Shares were used to fund the Company's exploration activities and supplement its general working capital.

Resolution 4

- (a) The number of securities issued was 8,298,894 Shares.
- (b) The issue price of the Shares was \$0.045 per Share.
- (c) The Shares issued rank equally in all aspects with the existing fully paid ordinary shares in the Company.
- (d) The Shares were issued to underwriters of the Company's Share Purchase Plan in accordance with the terms of the underwriting agreements.
- (e) The funds raised from the issue of the shares were used to fund the Company's exploration activities and supplement its general working capital.

Directors' recommendation

The Board believes that refreshing the Company's ability to issue Shares within the 15 per cent limit is in the best interests of the Company, thereby maintaining its flexibility to make issues of securities without seeking shareholder approval if the need or opportunity arises. Accordingly, the Board recommends 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 26 August 2014, the Company announced that it had obtained a \$200,000 loan facility from Tarney Holdings Pty Ltd (**Tarney**), a company associated with the Company's Chairman Mr Denis Waddell (**Tarney Facility**). Subsequently, on 1 October 2014, the Company announced that the Tarney Facility had been varied to increase the facility to \$500,000 in order to enable the Company to continue with exploration activities at its two highly prospective projects – Fraser Range (Western Australia) and Connors Arc (Queensland) – whilst the Company's Entitlement Issue (defined below) is being completed.

Under the terms of the Tarney Facility, the Company may elect to convert the outstanding capitalised loan balance under the facility to Shares (subject to Shareholder approval). Any Shares issued to Tarney upon conversion will be issued at the lower of:

- (a) the volume weighted average price of Shares as traded on the ASX in the ten trading days prior to the issue of Shares to Tarney; and
- (b) \$0.03 per Share (being the price of Shares issued under the Company's Entitlement Issue (defined below)).

To the extent that the Company has not converted the outstanding capitalised loan balance to Shares (or commenced the conversion process), outstanding moneys under the Tarney Facility become repayable on 31 December 2014 (unless otherwise agreed by the parties).

On 22 October 2014 the Company released a prospectus under which the Company proposed to raise up to approximately \$2,438,164 via a pro-rata renounceable entitlements issue of Shares to Shareholders at an issue price of \$0.03 per Share (**Entitlements Issue**).

The \$500,000 Tarney Facility has formed the basis of Tarney agreeing to underwrite up to \$500,000 of any shortfall under the Entitlement Issue. On this basis, the Company and Tarney have entered into an offset agreement under which the parties agreed that any Entitlements Issue shortfall amount required to be taken up by Tarney will be offset against the capitalised loan balance, based on an issue of shortfall Shares at \$0.03 per Share.

To the extent that the shortfall amount required to be taken up by Tarney is less than the capitalised loan balance, the Company may elect to convert the outstanding capitalised loan balance to Shares, subject to Shareholder approval. The Company is therefore seeking Shareholder approval for the issue of Shares in order to convert the remainder of the Tarney Facility.

If Resolution 5 is approved, the maximum number of shares to be issued to Tarney will be 16,666,667 at \$0.03 per Share, thereby capitalising up to \$500,000, which is the maximum limit of the Tarney Facility. The number of Shares to be issued to Tarney under Resolution 5 will be such number of Shares as is required to convert all outstanding moneys under the Tarney Facility, reduced by the number of shortfall Shares issued to Tarney under the Entitlement Issue.

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 the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Shares because the Tarney Facility and subsequent variation were 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, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained 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 securities will be issued to Tarney Holdings Pty Ltd.
- (b) the maximum number of securities the Company will issue to Tarney is 16,666,667 Shares.
- (c) the securities will be issued to Tarney on or about 28 November 2014. In any event, the securities 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 \$0.03 per Share.
- (e) the Shares will rank equally in all aspects 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 capitalised 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 this Resolution.

Resolution 6 – Appointment of Auditor

KPMG have given notice of their intention to resign as auditors of the Company (under Section 329(5) of the Corporations Act), subject to receipt of Australian Securities and Investments Commission (ASIC) consent and Shareholder approval of this Resolution 6.

The Directors propose that, subject to ASIC consenting to the resignation of KPMG, the Company appoint RSM Bird Cameron Partners as auditors of the Company.

In accordance with Section 328B(1) of the Corporations Act, the Company has obtained a nomination from a Shareholder for RSM Bird Cameron Partners to be appointed as the Company's auditors. A copy of this nomination is attached to this Explanatory Memorandum as Annexure A.

RSM Bird Cameron Partners has given its written consent to act as the Company's auditor subject to Shareholder approval of this Resolution 6.

If this Resolution is passed, the appointment of RSM Bird Cameron Partners as the Company's auditor will take effect at the close of this Annual General Meeting or the later date when ASIC approves the resignation of KPMG. If this Resolution is not passed, the Company intends to adjourn the Annual General Meeting and seek to appoint an auditor at the adjourned meeting, in accordance with section 327D(3) of the Corporations Act.

Directors' recommendation

The Directors unanimously recommend that shareholders vote in favour of this Resolution.

Voting intention

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

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 Statement means the explanatory statement 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 Statement 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 2014.

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.

WST means Western Standard Time as observed in Perth, Western Australia.

Annexure A: Shareholder Nomination Letter for New Auditor

17 October 2014

The Company Secretary
Orion Gold NL
Suite 2, 64 Thomas Street
West Perth WA 6005

Dear Sir

Re: Nomination of Auditor

Tarney Holdings Pty Ltd (**Tarney**) is a member of Orion Gold NL.

For the purposes of Section 328B(1) of the Corporations Act 2001 (Cth), Tarney hereby nominate **RSM Bird Cameron Partners**, of Level 21, 55 Collins Street, Melbourne VIC 3000, to be appointed as auditor of the Company at the Annual General Meeting of the Company to be held on Friday 28 November 2014.

Yours sincerely



Denis Waddell
Director
Tarney Holdings Pty Ltd



By mail:
Orion Gold NL
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 554 474 **Overseas:** +61 1300 554 474



X99999999999

PROXY FORM

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

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 (excluding the registered securityholder) you are appointing as your proxy.

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 vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **10:00am on Friday, 28 November 2014 in Suite 2, 64 Thomas Street, West Perth, Western Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4 Approval of prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Denis Waddell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 Proposed issue of ordinary shares to Tarney Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i * 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 SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).

ORN PRX401R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

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 securities 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 securities 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 security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder 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 security registry or online at www.linkmarketservices.com.au.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Wednesday, 26 November 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE  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, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:

Orion Gold NL
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**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.**