

# 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  | Fully paid ordinary shares.   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 1. 15,100,009 fully paid ordinary shares.<br>2. 2,222,222 fully paid ordinary shares.<br>3. 356,666 fully paid ordinary shares.<br>4. 3,333,333 fully paid ordinary shares.<br>5. 2,272,905 fully paid ordinary shares. |
| 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) | Fully paid ordinary shares.   |

+ See chapter 19 for defined terms.

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<p>4 Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>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>Shares rank equally with all other fully paid ordinary shares on issue.</p>
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"><li>1. 15,100,009 fully paid ordinary shares issued at an issue price of 4.5 cents per share to Underwriters (including the Company's Directors and Silja Investment Ltd ('Silja') (as approved at the Company's General Meeting on 23 May 2014)) of the SPP as announced on 16 April 2014.</li><li>2. 2,222,222 fully paid ordinary shares issued at an issue price of 4.5 cents per share to Mr Waddell (or nominee) as approved at the Company's General Meeting on 23 May 2014.</li><li>3. 356,666 fully paid ordinary shares issued by at an issue price of 4.5 cents per share (being part placement of the 25,000,000 shares approved to be issued to sophisticated and professional investors by shareholders at the Company's General Meeting on 23 May 2014).</li><li>4. 3,333,333 fully paid ordinary shares issued at an issue price of 4.5 cents per share to Billandbry Consulting Pty Ltd ('Billandbry'), MBJ Investments Pty Ltd ('MBJ') and Mr Errol Smart (or nominee) ('Smart') in satisfaction of amounts to be paid by the Company to Billandbry, MBJ and Smart (as approved at the Company's General Meeting on 23 May 2014). No funds will be received from the issue of these fully paid ordinary shares.</li><li>5. 2,272,905 fully paid ordinary shares issued at an issue price of 4.5 cents per share to Silja, thereby capitalising \$102,281 which is the total amount of the loan agreement which expired on 31 December 2013 ('Loan') owed by the Company to Silja. Under the loan confirmation agreement between the Company and Silja dated 31 January 2014, Silja agreed that the unpaid principal balance under the Loan will be converted into Shares in the Company. No funds will therefore be raised from the issue of shares to Silja.</li></ol>

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<sup>+</sup> See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Adopting the same numbering for the share issues described in sections 2 and 5 above:  1. Funds will be applied to funding the Company's exploration activities and for general working capital purposes. 2. Funds will be applied to funding the Company's exploration activities and for general working capital purposes. 3. Funds will be applied to funding the Company's exploration activities and for general working capital purposes. 4. In satisfaction of amounts to be paid by the Company to Billandbry, MBJ and Smart (as approved at the Company's General Meeting on 23 May 2014). 5. While no funds will be raised from the issue of fully paid ordinary shares to Silja, it will convert \$102,281 of the amount of a Loan owed by the Company to Silja to fully paid ordinary shares.
6a	Is the entity an <sup>+</sup> eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the <sup>+</sup> securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	28 November 2013.
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	3,772,226 fully paid ordinary shares.
6d	Number of <sup>+</sup> securities issued with security holder approval under rule 7.1A	Nil
6e	Number of <sup>+</sup> securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	356,666 fully paid ordinary shares approved under rule 7.1. General Meeting of shareholders was held on 23 May 2014.
6f	Number of <sup>+</sup> securities issued under an exception in rule 7.2	19,156,243 fully paid ordinary shares approved under rule 10.11 (exception 14). General Meeting of shareholders was held on 23 May 2014.

+ See chapter 19 for defined terms.

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<p>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.</p>	<p>Not applicable</p>							
<p>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</p>	<p>Not applicable</p>							
<p>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</p>	<p>53,958,429</p>							
<p>7 +Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>23 June 2014</p>							
<p>8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> </tr> </thead> <tbody> <tr> <td>234,694,846</td> </tr> <tr> <td>42,500,000</td> </tr> </tbody> </table>	Number	234,694,846	42,500,000	<table border="1"> <thead> <tr> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>Fully paid ordinary shares</td> </tr> <tr> <td>Options exercisable at \$0.20 expiring 31 August 2015</td> </tr> </tbody> </table>	+Class	Fully paid ordinary shares	Options exercisable at \$0.20 expiring 31 August 2015
Number								
234,694,846								
42,500,000								
+Class								
Fully paid ordinary shares								
Options exercisable at \$0.20 expiring 31 August 2015								

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	58,775	Contributing Shares (\$0.04 paid with \$0.36 to pay).
		625,000	Unlisted options exercisable at \$0.40 expiring 31 July 2014.
		50,000	Unlisted options exercisable at \$1.60 expiring 30 June 2015.
		9,000,000	Unlisted options exercisable at \$0.15 expiring 31 May 2018.
		9,000,000	Unlisted options exercisable at \$0.25 expiring 31 May 2018.
		9,000,000	Unlisted options exercisable at \$0.35 expiring 31 May 2018.
		1,000,000	Unlisted options exercisable at \$0.15 expiring 30 April 2018.
		1,000,000	Unlisted options exercisable at \$0.25 expiring 30 April 2018.
		1,000,000	Unlisted options exercisable at \$0.35 expiring 30 April 2018.
		3,500,000	Unlisted options exercisable at \$0.20 expiring 31 August 2015.
		6,000,000	Unlisted options exercisable at \$0.15 expiring 31 July 2014.
		6,000,000	Unlisted options exercisable at \$0.25 expiring 31 July 2015.
		6,000,000	Unlisted options exercisable at \$0.35 expiring 31 July 2016.
		10,625	Unlisted Employee Performance Rights expiring 30 June 2015.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable	

+ See chapter 19 for defined terms.

## Part 2 - Pro rata issue

- |    |  |                |
|----|--|----------------|
| 11 | Is security holder approval required?  | Not applicable |
| 12 | Is the issue renounceable or non-renounceable?   | Not applicable |
| 13 | Ratio in which the +securities will be offered   | Not applicable |
| 14 | +Class of +securities to which the offer relates   | Not applicable |
| 15 | +Record date to determine entitlements   | Not applicable |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?   | Not applicable |
| 17 | Policy for deciding entitlements in relation to fractions  | Not applicable |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> | Not applicable |
| 19 | Closing date for receipt of acceptances or renunciations   | Not applicable |
| 20 | Names of any underwriters  | Not applicable |
| 21 | Amount of any underwriting fee or commission   | Not applicable |
| 22 | Names of any brokers to the issue  | Not applicable |
| 23 | Fee or commission payable to the broker to the issue   | Not applicable |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders   | Not applicable |

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+ See chapter 19 for defined terms.

25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Issue date	Not applicable

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### **Part 3 - Quotation of securities**

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

34 Type of <sup>+</sup>securities  
(tick one)

(a)  <sup>+</sup>Securities described in Part 1

(b)  All other <sup>+</sup>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

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

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

*Tick to indicate you are providing the information or documents*

35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional <sup>+</sup>securities

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+ See chapter 19 for defined terms.



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

38	Number of +securities for which +quotation is sought	Not applicable				
39	+Class of +securities for which quotation is sought	Not applicable				
40	<p>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>	Not applicable				
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	Not applicable				
42	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: left; padding: 2px;">Number</th> <th style="width: 50%; text-align: left; padding: 2px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="padding: 2px;">Not applicable</td> <td style="padding: 2px;"></td> </tr> </tbody> </table>	Number	+Class	Not applicable	
Number	+Class					
Not applicable						

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**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: 27 June 2014

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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><i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i></b>	
<b><i>Insert</i></b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	127,709,686
<b><i>Add</i></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> <b><i>Note:</i></b> <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>	103,212,934
<b><i>Subtract</i></b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	<b>230,922,620</b>

+ See chapter 19 for defined terms.

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<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 [Note: this value cannot be changed]
<b>Multiply</b> “A” by 0.15	<b>34,638,393</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>	3,772,226
“C”	<b>3,772,226</b>
<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>	34,638,393
<b>Subtract</b> “C” <i>Note: number must be same as shown in Step 3</i>	3,772,226
<b>Total</b> [“A” x 0.15] – “C”	30,866,167 [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>	230,922,620
<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>	23,092,262
<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>	Nil
<b>“E”</b>	<b>Nil</b>

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<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	23,092,262
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	-
<b>Total</b> ["A" x 0.10] – "E"	23,092,262 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.