

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial shareholder**To: Company name/ Scheme **Orion Gold NL**ACN/ ARSN **098 939 274****1. Details of substantial holder (1)**Name **DENIS WADDELL**

ACN/ ARSN (if applicable)

The holder became substantial on 23 / 06 / 2014**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial shareholder because a substantial shareholder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting Power (6)
ORDINARY SHARES	16,546,104	16,546,104	6.8%

**3. Details in relevant interests**

The nature of, a relevant interest of the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
DENIS WADDELL	INTEREST ARISING UNDER S.608(3) OF THE CORPORATIONS ACT	16,546,104 ORDINARY SHARES

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in 3 paragraph above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
DENIS WADDELL	TARNEY HOLDINGS PTY LTD	TARNEY HOLDINGS PTY LTD	16,546,104 ORDINARY SHARES

**5. Consideration**

The persons registered as holders of the securities referred to in 3 paragraph above are as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
TARNEY HOLDINGS PTY LTD	12/06/2014 – 18/06/2014	\$19,653	-	500,000 ORDINARY SHARES
TARNEY HOLDINGS PTY LTD	23/06/2014	\$300,000	-	6,666,666 ORDINARY SHARES
TARNEY HOLDINGS PTY LTD	23/06/2014	\$2,678	-	66,938 ORDINARY SHARES

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial shareholder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
TARNEY HOLDINGS PTY LTD	DIRECTOR AND SHAREHOLDER

**6. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
TARNEY HOLDINGS PTY LTD	8 Kildare Road, Floreat, Perth, Western Australia
DENIS WADDELL	8 Kildare Road, Floreat, Perth, Western Australia

**Signature**

print name **DENIS WADDELL** capacity **DIRECTOR**

sign here  date 10 July 2014

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.