

29 March 2017

Orion Gold_{NL}**ASX Code:** ORN**Issued Capital:**

Ordinary Shares: 792M

Options: 180M

Directors:**Denis Waddell**
Chairman**Errol Smart**
Managing Director, CEO**Bill Oliver**
Technical Director**Alexander Haller**
Non-Executive Director**Management:****Martin Bouwmeester**
CFO & Company SecretarySuite 2
64 Thomas Street
West Perth WA 6005
ABN 76 098 939 274T: +61 8 9485 2685
E: info@oriongold.com.au

Issue of Agama Shares and Options and Lodgement of Appendix 3B

Orion Gold NL (ASX: ORN) announced on 13 March 2017 that it had obtained shareholder approval for the issue of Orion shares and options to Agama Exploration & Mining (Pty) Ltd (**Agama**) vendors in consideration for their Agama shares. Following this, on 17 March 2017 Orion announced that it had met all conditions precedent and funding was in place to enable Orion to progress to settlement of its acquisition of Agama.

Agama, through its subsidiary companies, ultimately holds an effective 73.33% interest in the company holding Prospecting Rights over the historical Prieska Copper Mine (**PC**), located at Copperton, Northern Cape province, South Africa, and the Marydale Gold-Copper Project, a volcanogenic gold-copper discovery located 60 kilometres from PC.

Purchase consideration payable upon completion of the acquisition is ZAR53 million (~A\$5.5 million), of which ZAR21.5 million (~A\$2.18 million) is payable by issue of Orion fully paid ordinary shares (**Shares**), to be issued at a 10% discount to the 10 trading day volume weighted average price of the Shares prior to the issue of the Shares (**Share Issue Price**), with each Share issued having an attached unlisted Orion option, exercisable at a 100% premium to the Share Issue Price and expiring on the date which is 24 months following the date of issue of the unlisted option.

As part of the settlement of Orion's acquisition of Agama, the Company has today issued a total of 94,321,464 Shares and 94,321,464 unlisted Orion options (exercisable at \$0.0462 cents at any time until 29 March 2019).

The Shares issued are subject to a 6-month voluntary escrow period from the date of issue and 75% of the Shares issued will be subject to a 12-month voluntary escrow period from the date of issue.

Please find attached an Appendix 3B relating to the issue of those Shares and unlisted options.

Denis Waddell
Chairman

Company Enquiries:

Errol Smart - Managing Director and CEO

Denis Waddell - Chairman

T: +61 8 9485 2685

E: info@oriongold.com.au

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 and unlisted options exercisable at \$0.0462 expiring 29 March 2019. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 94,321,464 shares and 94,321,464 options. |
| 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 and unlisted options exercisable at \$0.0462 expiring 29 March 2019. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 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"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Shares rank equally with all other fully paid ordinary shares on issue.</p> <p>The options will not be quoted. Shares to be issued upon exercise of the options will rank equally with all other quoted fully paid ordinary shares on issue.</p>						
<p>5 Issue price or consideration</p>	<p>94,321,464 shares issued at \$0.0231 per share and 94,321,464 unlisted options exercisable at \$0.0462 expiring 29 March 2019.</p> <p>On 13 March 2017, Orion Gold NL (Orion) obtained shareholder approval for the issue of Consideration Shares, Transaction Shares, Consideration Options and Transaction Options to the value of ZAR21.5 million, with Orion shares, to be issued at a 10% discount to the 10 trading day VWAP of the shares prior to the issue of the shares (Share Issue Price) (\$0.0231), and with each Orion share issued having an attached unlisted Orion option, exercisable at a 100% premium to the Share Issue Price (\$0.0462) and expiring on 29 March 2019. Further details are set out in the Company's Notice of General Meeting for the meeting held 13 March 2017.</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issued pursuant to the acquisition of Agama Exploration & Mining (Pty) Ltd. The shares issued are subject to a voluntary escrow period until the dates shown below.</p> <table border="0"> <tr> <td>(i)</td> <td>94,321,464 shares</td> <td>29 September 2017</td> </tr> <tr> <td>(ii)</td> <td>70,741,100 shares</td> <td>29 March 2018</td> </tr> </table>	(i)	94,321,464 shares	29 September 2017	(ii)	70,741,100 shares	29 March 2018
(i)	94,321,464 shares	29 September 2017					
(ii)	70,741,100 shares	29 March 2018					
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No.</p>						
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>Not applicable.</p>						

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable.					
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable.					
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.					
6f	Number of +securities issued under an exception in rule 7.2	Not applicable.					
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.	Not applicable.					
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	Not applicable.					
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	Rule 7.1 – 54,891,122. Rule 7.1A – Not applicable.					
7	<p>+Issue dates</p> <p><small>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.</small></p> <p><small>Cross reference: item 33 of Appendix 3B.</small></p>	29 March 2017.					
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">792,420,440</td> <td>Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	792,420,440	Fully paid ordinary shares	Fully paid ordinary shares
Number	+Class						
792,420,440	Fully paid ordinary shares						

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9	232,692,294	Convertible notes.
	94,321,464	Unlisted options exercisable at \$0.0462 expiring 29 March 2019.
	18,333,333	Unlisted options exercisable at \$0.02 expiring 30 November 2020.
	18,333,333	Unlisted options exercisable at \$0.035 expiring 30 November 2020.
	18,333,334	Unlisted options exercisable at \$0.05 expiring 30 November 2020.
	9,000,000	Unlisted options exercisable at \$0.147849 expiring 31 May 2018.
	9,000,000	Unlisted options exercisable at \$0.247849 expiring 31 May 2018.
	9,000,000	Unlisted options exercisable at \$0.347849 expiring 31 May 2018.
	1,000,000	Unlisted options exercisable at \$0.147849 expiring 30 April 2018.
	1,000,000	Unlisted options exercisable at \$0.247849 expiring 30 April 2018.
	1,000,000	Unlisted options exercisable at \$0.347849 expiring 30 April 2018.
	250,000	Unlisted options exercisable at \$0.045 expiring 30 November 2019.
	250,000	Unlisted options exercisable at \$0.06 expiring 30 November 2019.
	58,775	Contributing Shares (\$0.04 paid with \$3.96 to pay).
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
	Not applicable.	

Part 2 - Pro rata issue

Questions 11 to 33 Not Applicable

Part 3 - Quotation of securities

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

34 Type of +securities
(tick one)

(a) +Securities described in Part 1

(b) All other +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

+ See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Questions 35 to 37 - Not Applicable

Entities that have ticked box 34(b)

Questions 38 to 42 - Not Applicable

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: Martin Bouwmeester
Company Secretary

Date: 29 March 2017

=====

+ 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

Rule 7.1 – Issues exceeding 15% of capital		
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated		
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	421,031,205	
Add the following:		
• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2	33,333,333	8 June 2016
• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval	20,673,332	23 June 2016
• Number of partly paid +ordinary securities that became fully paid in that 12 month period	9,100,000	16 September 2016
	72,222,221	14 November 2016
	55,555,553	23 December 2016
	25,000,000	30 December 2016
	5,555,555	30 December 2016
	94,321,464	29 March 2017
Note:		
• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i>		
• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i>		
• <i>It may be useful to set out issues of securities on different dates as separate line items</i>		
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil	
“A”	736,792,663	

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”							
“B”	0.15 [Note: this value cannot be changed]						
Multiply “A” by 0.15	110,518,899						
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used							
<p><i>Insert</i> 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"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">1,461,111</td> <td style="width: 30%;">23 December 2016</td> <td style="width: 40%;"></td> </tr> <tr> <td>54,166,666</td> <td>14 March 2017</td> <td></td> </tr> </table>	1,461,111	23 December 2016		54,166,666	14 March 2017	
1,461,111	23 December 2016						
54,166,666	14 March 2017						
“C”	55,627,777						
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1							
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	110,518,899						
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	55,627,777						
Total [“A” x 0.15] – “C”	54,891,122 [Note: this is the remaining placement capacity under rule 7.1]						

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	Not applicable.
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<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"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <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> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.