



ASX Announcement  
24 January 2022

## NOTICE OF ANNUAL GENERAL MEETING 2021

Ora Gold Limited (ASX: OAU) (Company) wishes to advise that the following documents will be distributed to shareholders today, Monday 24 January 2022 in respect to the 2021 Annual General Meeting of the Company to be held on Friday 25 February 2022 at 10.00am (AWST).

- Shareholder Notice and Access Letter;
- Notice of Annual General Meeting (including Explanatory Memorandum);
- Proxy Form; and
- 2021 Annual Report (if requested).

The Shareholder Notice and Access Letter, Notice of Annual General Meeting and 2021 Annual Report will be available on the Company's website at [www.ora.gold](http://www.ora.gold).

The Board has made the decision that it will hold a physical Meeting with appropriate social distancing measures in place. In accordance with the Western Australian Governments mandatory public health directions, people who will be attending the 2021 Annual General Meeting will need to provide proof of COVID-19 double vaccination to gain access to the meeting venue. Unvaccinated people will not be permitted to gain access to the Meeting.

The Company will be closely monitoring the evolving COVID-19 situation. If it becomes necessary or appropriate to make alternative arrangements for holding the 2021 Annual General Meeting, the Company will ensure that shareholders are given as much notice as possible via information lodged with the ASX and the details made available on the Company's website.

The release of this ASX announcement was approved and authorised by the Board.

For further information contact:

Mr Frank DeMarte  
Company Secretary  
+61 8 9389 6927



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**ORA Gold Limited**  
**ABN** 74 950 465 654  
**ACN** 085 782 994  
**ASX** OAU



24 January 2022

Dear Shareholder

## SHAREHOLDER NOTICE AND ACCESS - NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting (**Meeting**) of shareholders of Ora Gold Limited (ACN 085 782 994) (**Company**) will be held at Fellows Room, Level 1, Trinity on Hampden, 230 Hampden Road Crawley WA 6009 on Friday 25 February 2022 at 10:00am (AWST).

The Board has made the decision that it will hold a physical Meeting with appropriate social distancing measures. In accordance with the Western Australian Governments mandatory public health directions, people who will be attending the Annual General Meeting will need to provide proof of COVID-19 double vaccination to gain access to the Meeting venue. Unvaccinated people will not be permitted to gain access to the Meeting venue.

As part of the Australian Government's response in relation to the COVID-19 pandemic, temporary modifications have been made to the *Corporations Act 2001* (Cth) under the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021*. These modifications allow Notices of Meeting (**Notice**), and other meeting information to be provided online where it can be viewed and downloaded and for the electronic delivery of notices to shareholders. The Notice can be viewed and downloaded from the Company's website at [www.ora.gold/asx-announcements](http://www.ora.gold/asx-announcements).

Shareholders are encouraged to make the switch to paperless communications. It enables the Company to provide you with information more quickly, at a lower cost and with less use of finite resources.

In order to receive electronic communications from the Company in the future, please update your shareholder details at [www.investorvote.com.au](http://www.investorvote.com.au) and log in with your unique shareholder identification number and postcode (or country for overseas residents), where you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

The Company **strongly encourages shareholders to lodge a directed proxy form prior to the meeting.**

For your voting instructions to be effective, your proxy form must be received by **10:00am (AWST) on Wednesday 23 February 2022**, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting.

Circumstances relating to COVID-19 are constantly evolving and accordingly, we may make alternative arrangements to the way in which the Meeting is held. If this occurs, we will notify any changes by way of announcement on ASX and the details will also be made available on our website at [www.ora.gold](http://www.ora.gold).

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, please contact the Company on +61 8 9389 6927 or the Company's share registry, Computershare, on 1800 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

On behalf of the Board, thank you for your continued support as a shareholder.

A handwritten signature in black ink, appearing to read 'Rick Crabb', is positioned above the typed name.

Yours sincerely  
Rick Crabb  
Chairman





**ACN 085 782 994**

# **Notice of Annual General Meeting and Explanatory Memorandum**

**Date of Meeting**

25 February 2022

**Time of Meeting**

10.00am (AWST)

**Place of Meeting**

Fellows Room  
Level 1, Trinity on Hampden  
230 Hampden Road  
CRAWLEY WA 6009

**A Proxy Form is enclosed**

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.

# Ora Gold Limited

ACN 085 782 994

## Notice of Annual General Meeting

**Notice is given** that an Annual General Meeting of Shareholders of Ora Gold Limited ACN 085 782 994 (**Company**) will be held at Fellows Room, Level 1, Trinity on Hampden, 230 Hampden Road, Crawley, Western Australia on Friday 25 February 2022 at 10.00am (AWST) for the purpose of transacting the business referred to in this Notice of Annual General Meeting.

**Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.**

## AGENDA

### Financial Reports

To receive and consider the financial report of the Company for the year ended 30 September 2021, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

### 1 Resolution 1 – Non Binding Resolution to adopt Remuneration Report

To consider and, if thought fit, pass the following resolution as a **non-binding resolution**:

*"That the Remuneration Report for the year ended 30 September 2021 as set out in the 2021 Annual Report be adopted."*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

**Voting exclusion statement:** The Company will disregard any votes cast on the Resolution by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution **or** the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution and expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- (b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution ; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

## 2 Resolution 2 – Re-election of Mr Rick Crabb as a Director

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

*"That Mr Rick Crabb, who retires in accordance with clause 13.2 of the Constitution and Listing Rule 14.4, being eligible for re-election, offers himself for election, be re-elected as a Director."*

## 3 Resolution 3 –Re-election of Mr Frank DeMarte as a Director

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

*"That Mr Frank DeMarte, who retires in accordance with clause 13.2 of the Constitution and Listing Rule 14.4, being eligible for re-election, offers himself for election, be re-elected as a Director."*

## 4 Resolution 4 - Approval to issue Shares

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

*"That, for the purpose of Listing Rule 7.1 and all other purposes, Shareholders approve the issue of up to 100,000,000 Shares at an issue price of not less than 80% of the Volume Weighted Average Market Price of the Company's Shares, calculated over the last five days on which sales of the Shares are recorded before the date on which the issue is made (or if there is a prospectus, product disclosure statement or offer information statement relating to the issue, over the last five days on which sales in the Shares are recorded before the date of the prospectus, product disclosure statement or offer information statement is signed) as is more particularly described in the Explanatory Memorandum".*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue the subject of the relevant Resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - (2) the holder votes on the Resolution in accordance with directions given by the given by the beneficiary to the holder to vote in that way.

## 5 Resolution 5 – Approval of Additional 10% Placement Capacity

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*"That, for the purpose of Listing Rule 7.1A and all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue the subject of the relevant Resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - (2) the holder votes on the Resolution in accordance with directions given by the given by the beneficiary to the holder to vote in that way.

## **6 Resolution 6 – Approval of Proportional Takeover provisions**

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, pursuant to and in accordance with section 648G of the Corporations Act 2001 (Cth), the existing proportional takeover provisions in the form set out in clause 32 of the Company's Constitution are renewed for a period of three years commencing on the date of the Meeting.”*

### **OTHER BUSINESS**

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**To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.**

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Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

**By order of the Board**



Mr Frank DeMarte  
Company Secretary

Dated: 18 January 2022

## How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their Proxy Form online, by mobile, by post or by facsimile.

## Voting in person or by attorney

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. A certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

## Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Written proof of the representative's appointment (including any authority under which it is signed) must be lodged with, or presented to the Company before the Meeting.

## Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder. The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolution 1 if the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that

are the subject of the proxy appointment will not be counted in calculating the required majority.

- A Shareholder who returns their Proxy Form with a direction how to vote, but does not nominate the identity of their proxy, will be taken to have appointed the Chairman of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned with a direction how to vote, but the nominated proxy (who is not the Chairman of the Meeting) does not attend the Meeting or does not vote on the relevant Resolution(s), the Chairman of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions.
- Proxy appointments in favour of the Chairman of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- Proxies must be received by **10.00am (AWST) on 23 February 2022**. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:
  - **Online:** [www.investorvote.com.au](http://www.investorvote.com.au)
  - **By mobile:** Scan the QR Code on your proxy form and follow the prompts.
  - **By mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia
  - **By facsimile:**  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555
  - **Custodian voting:** For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions
  - For all enquiries call:  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Shareholders who are entitled to vote

In accordance with regulation 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 4.00pm (AWST) on 23 February 2022.



# Ora Gold Limited

ACN 085 782 994

## Explanatory Memorandum

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

### Financial Reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 September 2021, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor by the Company in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

### 1 Resolution 1 – Non Binding Resolution to adopt Remuneration Report

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2021 Annual Report be adopted. The Remuneration Report is set out in the Company's 2021 Annual Report and is also available on the Company's website ([www.ora.gold](http://www.ora.gold)).

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

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in

office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The remuneration report for the financial year ended 30 September 2021 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held on 26 February 2021. Accordingly, if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Note that a voting exclusion applies to this Resolution in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

## **2 Resolution 2 – Re-election of Mr Rick Crabb as a Director**

Pursuant to clause 13.2 of the Company's Constitution and Listing Rule 14.4, Mr Rick Crabb, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Crabb holds degrees of Bachelor of Jurisprudence (Honours), Bachelor of Laws and Master of Business Administration from the University of Western Australia. He practiced as a solicitor from 1980 to 2004 specialising in mining, corporate and commercial law. He has advised on all legal aspects including financing, marketing, government agreements and construction contracts for many resource development projects in Australia and Africa. Mr Crabb is also on the board of Eagle Mountain Mining Limited.

Mr Crabb was appointed to the Board on 20 November 2017.

The Board considers that Mr Crabb, if elected, will continue to be classified as an independent director.

Based on Mr Crabb's relevant experience and qualifications, the members of the Board, in the absence of Mr Crabb, support the election of Mr Crabb as a Director of the Company.

## **3 Resolution 3 – Resolution 2 – Re-election of Mr Frank DeMarte as a Director**

Pursuant to clause 13.2 of the Company's Constitution and Listing Rule 14.4, Mr Frank DeMarte, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr DeMarte has over thirty-four years of experience in the mining and exploration industry in Western Australia. Mr DeMarte has held executive positions with a number of listed mining and exploration companies and is currently an Executive Director and Company Secretary of Magnetite Mines Limited. Mr DeMarte is experienced in areas of secretarial practice, management accounting and corporate and financial management. Mr DeMarte holds a Bachelor of Business majoring in Accounting and is a Fellow of the Chartered Secretaries of Australia and the Australian Institute of Company Directors.

Mr DeMarte was first appointed to the board on 30 April 2001.

The Board considers that Mr DeMarte, if re-elected, will continue to be classified as a non-independent director, due to his executive position with the Company.

Based on Mr DeMarte's relevant experience and qualifications, the members of the Board, in the absence of Mr DeMarte, support the election of Mr DeMarte as a Director of the Company.

#### 4 Resolution 4 – Approval to issue Shares

Resolution 4 seeks Shareholder approval for the purpose of Listing Rule 7.1 and for all other purposes for the issue of a maximum of 100,000,000 Shares at an issue price of not less than 80% of the VWAP of the Company's Shares, calculated over the last five days on which sales of the Shares are recorded immediately preceding the date of issue (or, if there is a prospectus, product disclosure statement or offer information statement relating to the issue, over the last five days on which sales in the Shares were recorded before the date of the prospectus, product disclosure statement or offer information statement is signed) (**Issue**).

The Board does not currently have any intention to issue the Shares the subject of Resolution 4 however, is seeking Shareholder approval for the purposes of Listing Rule 7.1 to give it the flexibility to issue these Shares to raise capital for the pre-development costs of the Crown Prince gold project, to continue exploration and evaluation of the Company's gold prospects and pay the costs of the capital raising and general working capital without utilising the 15% capacity available to the Company under Listing Rule 7.1.

The effect (on an undiluted basis) on the capital structure of the Company if all 100,000,000 Shares are issued can be summarised as follows (there will be no change to the number of Options on issue):

Shares	Number	Percentage of Shares
Shares currently on issue	982,445,569	90.76%
Shares that may be issued under Resolution 4	100,000,000	9.24%
<b>Total Shares if all Shares the subject of Resolution 4 are issued</b>	<b>1,082,445,569</b>	<b>100.00%</b>

#### Listing Rules 7.1 and 7.3

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Issue does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. Resolution 4 seeks the required Shareholder approval to the issue under and for the purposes of Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the Issue and raise funds for the pre-development costs of the Crown Prince gold project, to continue exploration and evaluation of the Company's gold prospects and pay the costs of the capital raising and general working capital and the Issue would be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not have the flexibility to issue the Shares for the pre-development costs of the Crown Prince gold project, to continue exploration and evaluation of the Company's gold prospects and pay the costs of the capital raising and general working capital without either seeking specific Shareholder approval or utilising the 15% capacity available to the Company under Listing Rule 7.1.

The following information is provided to Shareholders in accordance with Listing Rule 7.3:

<b>Names of the persons to whom the securities will be issued or the basis on which those persons were or will be identified or selected</b>	The Shares will be issued to applicants to be determined by the Directors, having regard to advice from the Company's professional advisers, including corporate and broking advisers (if applicable). No decision has, as yet, been made by the Directors to proceed with the Issue, nor in respect of determining the identity of the person to whom Shares would be issued, other than that none of the persons will be related parties of the Company (which would require separate shareholder approval).								
<b>The number and class of securities to be issued</b>	The maximum number of Shares the Company can issue is 100,000,000.								
<b>Date by which the Company will issue the Shares</b>	The Company will issue the Shares no later than 3 months after the date of the Meeting, unless otherwise extended by way of ASX granting a waiver or modification to the Listing Rules.								
<b>Issue price</b>	<p>The Shares will be issued at a price not less than 80% of the VWAP of the Company's Shares, calculated over the last five days on which sales of the Shares are recorded immediately preceding the date of issue (or, if there is a prospectus, product disclosure statement or offer information statement relating to the issue, over the last five days on which sales in the Shares were recorded before the date of the prospectus, product disclosure statement or offer information statement is signed).</p> <p>Examples of the potential issue price of the Shares where the VWAP is the current market price as at close of trade on 11 January 2022, being \$0.018 (current Share price), where the VWAP is halved, and where the VWAP is doubled are set out in the following table:</p> <table border="1"> <thead> <tr> <th></th> <th><b>VWAP at half current Share price (\$0.009)</b></th> <th><b>VWAP at current Share price (\$0.018)</b></th> <th><b>VWAP at double current Share price (\$0.036)</b></th> </tr> </thead> <tbody> <tr> <td><b>Issue Price (80% of VWAP)</b></td> <td>\$0.007</td> <td>\$0.014</td> <td>\$0.029</td> </tr> </tbody> </table>		<b>VWAP at half current Share price (\$0.009)</b>	<b>VWAP at current Share price (\$0.018)</b>	<b>VWAP at double current Share price (\$0.036)</b>	<b>Issue Price (80% of VWAP)</b>	\$0.007	\$0.014	\$0.029
	<b>VWAP at half current Share price (\$0.009)</b>	<b>VWAP at current Share price (\$0.018)</b>	<b>VWAP at double current Share price (\$0.036)</b>						
<b>Issue Price (80% of VWAP)</b>	\$0.007	\$0.014	\$0.029						
<b>The use (or intended use) of the funds raised</b>	The funds raised from the issue of the Shares will be for the pre-development costs of the Crown Prince gold project, to continue exploration and evaluation of the Company's gold prospects and pay the costs of the capital raising and general working capital.								
<b>A voting exclusion statement</b>	A voting exclusion is included in the Notice in relation to Resolution 4.								

## 5 Resolution 5 - Approval of Additional 10% Placement Capacity

### Background

In addition to a company's 15% placement capacity under Listing Rule 7.1, an "eligible entity" which has obtained Shareholder approval for the purposes of Listing Rule 7.1A via a special resolution may issue, or agree to issue, Equity Securities up to 10% of its issued share capital over a 12-month period after the annual general meeting at which the approval is sought (**Additional 10% Placement**

## Capacity).

An entity will be an “eligible entity” able to seek approval under Listing Rule 7.1A if:

- (a) the entity has a market capitalisation of \$300 million or less; and
- (b) the entity is not included in the S&P ASX 300 Index.

The Company is an eligible entity for these purposes.

Resolution 5 seeks Shareholders’ approval to issue additional Equity Securities under the Additional 10% Placement Capacity. The approval of the Additional 10% Placement Capacity provides greater flexibility for the Board to issue, or agree to issue, Shares in the 12-month period following the Meeting. It is anticipated that funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity would be applied towards the Company’s pre-development costs of the Crown Prince gold project, exploration activities, the acquisition of new assets (should suitable assets be found), administration costs and general working capital.

If passed, Resolution 5 will allow the Company to issue, or agree to issue, Equity Securities under Listing Rule 7.1A during the Additional Placement Period (as defined below) in addition to the Company’s 15% placement capacity under Listing Rule 7.1, so a combined limit of 25%, without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the Additional 10% Placement Capacity and will remain limited to the 15% limit set out in Listing Rule 7.1.

## Listing Rule 7.1A

Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice, the Company has quoted Shares on issue.

As at the date of this Notice, the Company has 982,445,569 Shares on issue. Therefore, based on the number of Shares on issue as at the date of this Notice and subject to Shareholders approving Resolution 7, the Company may issue 98,244,556 Equity Securities in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities that may be issued under the Additional 10% Placement Capacity is a moving calculation and will be based the formula set out in Listing Rule 7.1A.2 at the time of issue, or the agreement to issue, the Equity Securities. That formula is:

$$(A \times D) - E$$

- A** is the number of Shares on issue 12 months immediately preceding the date of issue or agreement (**Relevant Period**):
- (a) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
  - (b) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 Exception 9 where:
    - (i) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
    - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
  - (c) plus the number of Shares issued in the Relevant Period under an agreement

to issue securities within Listing Rule 7.2 Exception 16 where:

- (i) the agreement was entered into before the commencement of the Relevant Period; or
- (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- (d) plus the number of partly paid Shares that became fully paid in the Relevant Period,
- (e) less the number of fully paid Shares cancelled in the Relevant Period.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

Shareholders will be informed of any issue of Equity Securities under the Additional 10% Placement Capacity as the Company will disclose to the market at the time of issue the specific information required by Listing Rule 3.10.3. The table below demonstrates various examples as to the number of Equity Securities that may be issued using the Additional 10% Placement Capacity.

	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		Issue Price at half the current market price \$0.009	Issue Price at current market price \$0.018	Issue Price at double the current market price \$0.036
<b>Current Variable 'A'</b> 982,445,569 Shares	<b>Shares issued</b>	98,244,557	98,244,557	98,244,557
	<b>Funds raised</b>	\$884,201	\$1,768,402	\$3,536,804
	<b>Dilution</b>	10%	10%	10%
<b>50% increase in current Variable 'A'</b> 1,473,668,353 Shares	<b>Shares issued</b>	147,366,835	147,366,835	147,366,835
	<b>Funds raised</b>	\$1,326,301	\$2,652,603	\$5,305,206
	<b>Dilution</b>	10%	10%	10%
<b>100% increase in current variable 'A'</b> 1,964,891,138 Shares	<b>Shares issued</b>	196,489,113	196,489,113	196,489,113
	<b>Funds raised</b>	\$1,768,402	\$3,536,804	\$7,073,608
	<b>Dilution</b>	10%	10%	10%

**Note:** The table above assumes:

- (a) No Options are exercised before the date of the issue of the Equity Securities.
- (b) The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares.
- (c) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

Resolution 5 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) to be passed.

### Specific information required by Listing Rule 7.3A

The following information in relation to the Shares proposed to be issued is provided to Shareholders for the purposes of Listing Rule 7.3A:

<p><b>Minimum price</b></p>	<p>The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in the class were recorded immediately before:</p> <ul style="list-style-type: none"> <li>(a) the date on which the price at which the Equity Securities are to be issued is agreed; or</li> <li>(b) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.</li> </ul>
<p><b>Potential risk of economic and voting dilution</b></p>	<p>If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, Shareholders who do not participate (either because they are not invited to participate or because they elect not to participate) in any such issue, will have their existing interest and voting power in the Company diluted. There is also a risk that:</p> <ul style="list-style-type: none"> <li>(a) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; or</li> <li>(b) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities,</li> </ul> <p>which may have an effect on the amount of funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity.</p> <p>The table above on page 10 shows the dilution of existing Shareholders upon the issue of the maximum number of Equity Securities under the Additional 10% Placement Capacity, using different variables for the number of ordinary securities for variable 'A' (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that variable 'A' is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.</p> <p>The table shows:</p> <ul style="list-style-type: none"> <li>(a) examples of where variable 'A' is at its current level, and where variable 'A' has increased by 50% and by 100%;</li> <li>(b) examples of where the issue price of ordinary securities is the current market price as at close of trade on 11 January 2022, being \$0.018 (current market price), where the issue price is halved, and where it is doubled; and</li> <li>(c) that the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.</li> </ul>

<p><b>Timing of potential issues</b></p>	<p>Approval of the Additional 10% Placement Capacity will be valid during the period (<b>Additional Placement Period</b>) from the date of the Meeting and will expire on the earlier of:</p> <ul style="list-style-type: none"> <li>(a) the date that is 12 months after the date of the Meeting;</li> <li>(b) the time and date of the Company's next annual general meeting; and</li> <li>(c) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).</li> </ul>
<p><b>Purpose of potential issues</b></p>	<p>The Company may seek to issue the Equity Securities to raise funds for pre-development costs of the Crown Prince gold project, exploration activities, the acquisition of new assets (should suitable assets be found), administration costs and general working capital.</p>
<p><b>Allocation policy</b></p>	<p>The identity of the persons to whom Equity Securities will be issued is not yet known and will be determined on a case by case basis having regard to market conditions at the time of the proposed issue of Equity Securities, including consideration of matters including, but not limited to:</p> <ul style="list-style-type: none"> <li>(a) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by means of an entitlement offer, or a placement and an entitlement offer;</li> <li>(b) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issued of Equity Securities;</li> <li>(c) the financial situation and solvency of the Company; and</li> <li>(d) advice from its professional advisers, including corporate, financial and broking advisers (if applicable).</li> </ul> <p>The persons to whom Equity Securities will be issued under the Additional 10% Placement Capacity have not been determined as at the date of this Notice, but will not include related parties (or their Associates) of the Company.</p>
<p><b>Previous approval under Listing Rule 7.1A</b></p>	<p>The Company previously obtained Shareholder approval under Listing Rule 7.1A on 26 February 2021. In the 12 months preceding the date of the Meeting, the Company has not issued any Equity Securities under Listing Rule 7.1A.2.</p>

## 6 Resolution 6 – Renewal of proportional takeover provisions

### Background

The Corporations Act permits a company to include in its constitution provisions (called **takeover approval provisions**) requiring that a proportional or partial takeover offer (ie an offer for less than 100% of the shares but for the same proportion of each shareholder's shares) be approved by a majority of shareholders, before it may proceed. In effect, the approval of Resolution 6 will enable the Company to refuse to register shares acquired under a proportional takeover bid unless than bid is approved by a majority of shareholders.

Section 648G(1) of the Corporations Act provides that a company's proportional takeover approval provisions, unless sooner omitted from its constitution, cease to apply at the end of 3 years from adoption or renewal as appropriate unless otherwise specified

When the provisions cease to apply the company's constitution is modified by omitting the provisions.



A company may adopt its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e. by special resolution of shareholders) The Company's constitution (including the proportional takeover provisions set out in clause 32) was last renewed on 28 February 2011. Accordingly, the proportional takeover provisions included in the Constitution apply until 28 February 2014. The Company has not renewed the proportional takeover provisions within the required period and such the proportional takeover provisions are being adopted afresh.

Resolution 6 is a special resolution which will enable the Company to modify its Constitution by adopting clause 32 for a period of 3 years from the date of Shareholder approval. It is noted that Shareholder approval will not result in a change to the wording of clause 32. The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to 3 years on each occasion.

A copy of the Constitution is available for download from the Company's website ([www.ora.gold](http://www.ora.gold)).

### **Section 648G of the Corporations Act**

The following information is provided pursuant to section 648G of the Corporations Act.

#### **Operation of the proportional takeover provisions**

If the proportional takeover provisions set out in clause 32 of the Company's Constitution are adopted the registration of a transfer of Shares acquired under a proportional takeover offer will be prohibited unless an approving resolution is passed by Shareholders in the Company in the manner provided in clause 32 of the Company's Constitution.

The proportional takeover provisions do not apply to a full takeover bid for all of the Shares of the Company.

If the proportional takeover provisions are adopted and a proportional takeover offer is subsequently made for Shares in the Company, the Directors must seek Shareholder approval by a majority vote to register transfers under the proportional takeover bid. The Shareholder approval can be obtained at a general meeting of Shareholders.

In either case, those Shareholders who are entitled to vote at the general meeting are the Shareholders (other than the bidder and its associates) who are recorded on the register of members at the end of the day on which the first of the takeover offers under the proportional takeover bid is made.

The resolution must be voted on at least 14 days before the last day of the offer period under the proportional takeover bid. The resolution will be passed if more than 50 percent of eligible votes are cast in favour of the approval. If no such resolution has been voted on at least 14 days before the last day of the bid period then a resolution to approve the registration of transfers under the bid is taken to have been passed.

If the resolution is not passed by a majority of the shares voted, then the offer will be deemed to be withdrawn and registration of any transfer of shares resulting from the offer will be prohibited. Acceptances will be returned and any contracts formed by acceptance will be rescinded. If the resolution is approved, transfers of shares to the bidder will be registered provided they comply with the other provisions of the Constitution.

The proportional takeover provisions will expire three years after the date of its adoption, unless renewed by Shareholders by special resolution.

#### **Current acquisition proposals**

As at the day on which this Notice and Explanatory Memorandum is prepared, none of the Directors of the Company is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

### **Advantages of proportional takeover provisions to Shareholders**

Potential advantages to Shareholders of the inclusion of proportional takeover provisions in the Company's Constitution are set out below:

- (i) The takeover approval provisions may enable Shareholders to act together and so avoid the coercion of Shareholders that might otherwise arise where they believe a partial offer is inadequate, but nevertheless accept through concern that a significant number of other Shareholders will accept.
- (ii) The takeover approval provisions may provide Shareholders with protection against being coerced into accepting a partial bid at a high premium where the bidder indicates its intention to mount a subsequent bid for the remaining shares at a much reduced price. This puts pressure on Shareholders to accept the initial bid in order to maximise their returns.
- (iii) If a partial bid is made, the takeover approval provisions may make it more probable that a bidder will set its offer price at a level that will be attractive to at least a majority of Shareholders.
- (iv) The body of Shareholders may more effectively advise and guide the Directors' response to a partial bid, and knowing the view of the majority of Shareholders may assist individual Shareholders to assess the likely outcome of the proportional bid and decide whether or not to accept an offer under the bid.
- (v) The takeover approval provisions may make it more probable that any takeover offer will be a full bid for the whole shareholding of each Shareholder, so that Shareholders may have the opportunity of disposing of all their Shares rather than only a proportion.

### **Disadvantages of the proportional takeover provisions to Shareholders**

Potential disadvantages to Shareholders of the inclusion of proportional takeover provisions in the Company's Constitution are set out below:

- (vi) By placing obstacles in the way of partial offers, the proposal may tend to discourage partial offers, thus reducing the opportunity for Shareholders to sell a portion of their holding.
- (vii) It is possible that the existence of the takeover approval provisions might have an adverse effect on the market value of the Company's Shares by making a partial offer less likely thus reducing any takeover speculation element in the Share price.
- (viii) An individual Shareholder who wishes to accept a proportional offer will be unable to sell to the bidder unless a majority of Shareholders favour the proportional takeover scheme (which may be viewed as an additional restriction on the ability of individual Shareholders to deal freely in their Shares).
- (ix) If a proportional takeover offer is made, the Company will incur the cost of calling a meeting of Shareholders.

### **Advantages and disadvantages of the proportional takeover provisions for the Directors**

Potential advantages and disadvantages to the Directors of the inclusion of proportional takeover provisions in the Company's Constitution are set out below:

- (x) If the Directors consider that a proportional bid should be opposed, they will be assisted in preventing the bidder from securing control of the Company as the bidder will need a majority of votes to be cast in its favour by the independent Shareholders, before the bidder can succeed.

- (xi) On the other hand, under the takeover approval provisions, if a proportional takeover offer is received, the Directors must call a meeting to seek the Shareholders' views. They must do so even if the Directors believe that the offer should be accepted.
- (xii) At present, it is only the Directors who express any formal view on the adequacy or otherwise of a takeover bid, on behalf of the Company. Under the takeover approval provisions the most effective view on a proportional bid will become the view expressed by the vote of the Shareholders themselves, at the meeting.
- (xiii) The takeover approval provisions may make it easier for the Directors to discharge their fiduciary and statutory duties as directors in the event of a proportional takeover bid.

### **Reasons for proposing the Resolution**

Having considered the advantages and disadvantages to Shareholders and the Directors, the Directors have decided to put this Resolution to Shareholders, to give Shareholders an opportunity to take advantage of the protections which the takeover approval provisions offer, if a proportional takeover offer is made.

## GLOSSARY

**\$** means Australian dollars.

**Accounting Standards** has the meaning given to that term in the Corporations Act.

**Additional 10% Placement Capacity** has the meaning set out on page 9.

**Additional 10% Placement Period** has the meaning set out on page 12.

**Annual Report** means the annual report of the Company for the year ended 30 September 2021.

**Associate** has the meaning given to that term in the Listing Rules.

**ASX** means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Auditor** means the Company's auditor from time to time (if any).

**Auditor's Report** means the report of the Auditor contained in the Annual Report for the year ended 30 September 2021.

**AWST** means western standard time as recognised in Perth, Western Australia.

**Board** means the Directors.

**Chair or Chairman** means the individual elected to chair any meeting of the Company from time to time in accordance with clause 12.4 of the Constitution.

**Closely Related Party** has the meaning given to that term in the Corporations Act.

**Company** means Ora Gold Limited ABN 11 113 931 105.

**Constitution** means the Company's constitution, as amended from time to time.

**Corporations Act** means Corporations Act 2001 (Cth).

**Directors** means the directors of the Company.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**Issue** has the meaning set out on page 7

**Key Management Personnel** has the meaning given to that term in the Accounting Standards.

**Listing Rules** means the ASX Listing Rules.

**Meeting** means the Annual General Meeting convened by the Notice.

**Notice** or **Notice of Meeting** means this Notice of Annual General Meeting.

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form accompanying the Notice.

**Relevant Period** has the meaning set out on page 9.

**Remuneration Report** means the remuneration report set out in the Annual Report for the year ended 30 September 2021.

**Resolution** means a resolution contained in the Notice.

**Restricted Voter** means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

**Securities** means Shares, Options and Performance Rights.

**Shareholder** means a member of the Company from time to time.

**Shares** means fully paid ordinary shares in the capital of the Company.

**Spill Meeting** has the meaning given on page 5.

**Spill Resolution** has the meaning set out on page 5.


**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.


**VWAP** means volume weighted average market price.



OAU  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?

 **Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Wednesday, 23 February 2022.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Ora Gold Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Ora Gold Limited to be held at Fellows Room, Level 1, Trinity on Hampden, 230 Hampden Road, Crawley, WA 6009 on Friday, 25 February 2022 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Non Binding Resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Rick Crabb as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Frank DeMarte as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Proportional Takeover provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address  By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

