

ORA GOLD LIMITED

ACN 085 782 994

SUPPLEMENTARY PROSPECTUS

1 Important Information

This is a supplementary prospectus (**Supplementary Prospectus**) to be read with the prospectus dated 13 February 2023 (**Prospectus**) issued by Ora Gold Limited (ACN 085 782 994) (**Company**).

This Supplementary Prospectus is dated 23 February 2023 and was lodged with ASIC on that date. Neither ASIC nor ASX take any responsibility as to the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than the changes detailed in this Supplementary Prospectus, all other details in relation to the Prospectus remain unchanged. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus and the Prospectus may be accessed at <https://www.ora.gold/>.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you are in any doubt as to the contents of this Supplementary Prospectus or the Prospectus, you should consult your stockbroker, lawyer, accountant or other professional adviser without delay.

2 Supplementary Prospectus

2.1 Indicative Timetable

The Indicative Timetable on page 8 of the Prospectus is updated as follows:

| Event | Indicative Date |
|--|-----------------------------|
| Announcement of the Entitlement Offer | Monday, 13 February 2023 |
| Lodgement of Prospectus with ASX and ASIC | Monday, 13 February 2023 |
| Ex Date Rights trading commences on a deferred settlement basis | Wednesday, 15 February 2023 |
| Record Date (at 5:00pm AWST) | Thursday, 16 February 2023 |
| Prospectus and Entitlement and Acceptance Form dispatched to Eligible Shareholders Entitlement Offer Opening Date | Tuesday, 21 February 2023 |
| Rights trading ends | Thursday, 23 February 2023 |
| Securities quoted on deferred settlement basis from market open | Monday, 27 February 2023 |
| Entitlement Offer Closing Date (at 5:00pm AWST) | Thursday, 2 March 2023 |
| Announcement of results of Entitlement Offer | Thursday, 9 March 2023 |
| Issue of New Shares and New Options under the Entitlement Offer | Thursday, 9 March 2023 |

| | |
|--|-----------------------|
| Anticipated date for despatch of holding statements for New Shares and New Options | Friday, 10 March 2023 |
| Anticipated trading of New Shares on ASX commences | Friday, 10 March 2023 |
| Anticipated date of General Meeting | Monday, 27 March 2023 |

The above timetable is indicative only and subject to change. Subject to the Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the Securities. The Directors also reserve the right not to proceed with the whole or part of the Offers at any time prior to allotment. In that event, the relevant Application Monies will be returned without interest.

For the avoidance of doubt, this timetable prevails to the extent of any inconsistency with the Prospectus.

2.2 Lead Manager and Underwriting

The following paragraph of Section 2.5 is deleted in its entirety:

The Underwriter will receive a corporate advisory fee of approximately \$80,000 (plus GST), a management fee of 2% and a 4% selling fee on the gross amount raised by the Underwriter under the Entitlement Offer.

and replaced as follows:

The Underwriter will receive a corporate advisory fee of approximately \$80,000 (plus GST), a management fee of 2% and a 4% selling fee on the gross amount raised under the Entitlement Offer.

2.3 Effect on Control

The following paragraph of Section 3.2 is deleted in its entirety:

If Mr Philip Crabb (and/or his nominee(s)) sub-underwrites for \$2,060,000, he will not take-up any of his entitlement and his Voting Power will increase to 19.88%. If Mr Philip Crabb (and/or his nominee(s)) sub-underwrites for less than \$2,060,000, he will take-up such amount of his entitlement so that his Voting Power will increase to 19.88%.

and replaced as follows:

If Mr Philip Crabb (and/or his nominee(s)) pursuant to his sub-underwriting arrangement takes up \$2,060,000 in New Shares, he will not take-up any of his entitlement and his Voting Power will increase to 19.88%. If Mr Philip Crabb (and/or his nominee(s)) pursuant to his sub-underwriting arrangement takes up less than \$2,060,000 in New Shares, he will take-up such amount of his entitlement so that his Voting Power does not increase to above 20%.

2.4 Terms and Conditions of New Options

Section 6.2(a) of the Prospectus is deleted in its entirety and replaced as follows:

(a) Entitlement

*Each New Option entitles the holder (**Holder**) to subscribe for one (1) Share in the Company upon exercise.*

2.5 Definitions

The following definitions are included in Section 8:

Ineligible Rights means the number of entitlements attributable to *Ineligible Shareholders* who would otherwise have been entitled to participate in the *Entitlement Offer* and receive *renounceable rights*.

...

Loan means the *Loan Facility*.

...

Meeting means the date of the general meeting of *Shareholders* detailed in the *Indicative Timetable*.

3 Consents

The Company confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

4 Directors' authorisation

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors. In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent.

This Supplementary Prospectus is signed for and on behalf of the Company by:



Frank DeMarte
Executive Director

Dated: 23 February 2023