

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme
ACN/ARSN

OreCorp Limited (ASX: ORR) (**OreCorp**)
ACN 147 917 299

1. Details of substantial holder (1)

Name
ACN/ARSN (if applicable)

Perseus Mining Limited (ASX/TSX: PRU) (**Perseus**) and each of the entities listed in Annexure A
ACN 106 808 986

There was a change in the interests of the
substantial holder on 28/03/2024
The previous notice was given to the company on 28/03/2024
The previous notice was dated 28/03/2024

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	199,816,853	42.57%	225,574,793	48.06%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
28/03/2024	Perseus	Increase in relevant interest as a result of acceptances of offers made under an off-market takeover bid pursuant to the replacement bidder's statement dated 16 February 2024, as replaced or supplemented (Offers) by Perseus for all issued ORD securities in ORR (Offer Acceptance Contracts)	A\$0.575 in cash for every 1 fully paid ordinary security in ORR, subject to the terms and conditions of the Offer.	25,757,940 ORD	25,757,940

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Perseus	(a) The holders of ORR securities who have accepted the Offers; and/or (b) where transfers under the Offer Acceptance Contracts have completed, Perseus.	Subject to the terms of the Offer, Perseus	Perseus's relevant interest is as a result of acceptances of the Offers ad/or transfers of the ORR securities under the terms of the Offer.	132,162,424 ORD	132,162,424
Centash Holdings Pty Ltd (ACN 141 361 373) (Centash)	Centash	Centash	Centash has a relevant interest under section 608(1)(a) of the Corporations Act.	93,412,369 ORD	93,412,369
Perseus	Centash	Centash	Perseus has a relevant interest under section 608(3) of the Corporations Act as Perseus has control of Centash.	93,412,369 ORD	93,412,369

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

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

Name	Address
Perseus	Level 2, 437 Roberts Road, Subiaco WA 6008
Centash	Level 2, 437 Roberts Road, Subiaco WA 6008
Each of the associates listed in Annexure A	See Annexure A

Signature

print name Martijn Bosboom

capacity General Counsel and Company Secretary

sign here



date 28/03/2024

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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

This is Annexure A of 6 pages marked Annexure A mentioned in the accompanying Form 604 (Notice of Change of Interests) signed by me and dated 28/03/2024:



Name: Martijn Bosboom

Title: General Counsel and Company Secretary

Name	ACN/ARSN	Address
Perseus Mining Limited (substantial holder of OreCorp Limited)	106 808 986	Level 2, 437 Roberts Road, Subiaco WA 6008
Subsidiaries of Perseus Mining Limited:		
Centash Holdings Pty Ltd	141 361 373	Level 2, 437 Roberts Road, Subiaco WA 6008
Occidental Gold Pty Ltd	074 444 367	Level 2, 437 Roberts Road, Subiaco WA 6008
Perseus Ghana Holdings Pty Ltd	166 708 578	Level 2, 437 Roberts Road, Subiaco WA 6008
Sun Gold Resources Ltd	112 572 068	Level 2, 437 Roberts Road, Subiaco WA 6008
Perseus ERX Holdings Pty Ltd	009 146 794	Level 2, 437 Roberts Road, Subiaco WA 6008
Slipstream LP Pty Ltd	609 761 686	Level 2, 437 Roberts Road, Subiaco WA 6008
Perseus CDI No 1 Pty Ltd	629 842 959	Level 2, 437 Roberts Road, Subiaco WA 6008
Perseus CDI No 2 Pty Ltd	629 842 968	Level 2, 437 Roberts Road, Subiaco WA 6008
Perseus DS JV Pty Ltd	631 285 633	Level 2, 437 Roberts Road, Subiaco WA 6008
Perseus Mali Holdings Pty Ltd	646 340 187	Level 2, 437 Roberts Road, Subiaco WA 6008
Perseus Mining Services Pty Ltd	648 849 218	Level 2, 437 Roberts Road, Subiaco WA 6008
Perseus Corporate Finance Pty Ltd	648 849 736	Level 2, 437 Roberts Road, Subiaco WA 6008
Perseus Sudan Holdings Pty Ltd	659 193 987	Level 2, 437 Roberts Road, Subiaco WA 6008

Occidental Gold SARL		Abidjan Cocody, les Deux Plateaux, rue L125, lot 2139, ilot 186 bis, 28 BP 571 Abidjan 28 Côte d'Ivoire
Perseus Mining Côte d'Ivoire S.A.		Abidjan Cocody, les Deux Plateaux, rue L125, lot 2139, ilot 186 bis, 28 BP 571 Abidjan 28 Côte d'Ivoire
Perex SARL		Abidjan Cocody, les Deux Plateaux, rue L125, lot 2139, ilot 186 bis, 28 BP 571 Abidjan 28 Côte d'Ivoire
Perseus Services SARL		Abidjan Cocody, les Deux Plateaux, rue L125, lot 2139, ilot 186 bis, 28 BP 571 Abidjan 28 Côte d'Ivoire
Perseus Mining (Ghana) Limited Company		4 Chancery Court 147A Giffard Road East Cantonments, Accra, Ghana
Amara Mining (Côte d'Ivoire) Limited		Collingham House 6-12 Gladstone Road Wimbledon, London SW19 1QT, United Kingdom
Perseus Côte d'Ivoire Limited		Collingham House 6-12 Gladstone Road Wimbledon, London SW19 1QT, United Kingdom
Amara Mining Limited		Collingham House 6-12 Gladstone Road Wimbledon, London SW19 1QT, United Kingdom
Perseus Yaouré SARL		Abidjan Cocody, les Deux Plateaux, rue L125, lot 2139, ilot 186 bis, 28 BP 571 Abidjan 28 Côte d'Ivoire
Perseus Canada Limited		89 High Street East Mississauga, Ontario Canada L5G 3E7
Orca Gold Inc		Suite 2600, Three Bentall Centre, 595 Burrard Street Vancouver BC V7X 1L3 Canada
Roberts Road Insurance Company Limited		Heritage Hall, Le Marchant Street, St Peter Port, Guernsey GY1 4HY
Perseus Mining Yaouré S.A.		Abidjan Cocody, les Deux Plateaux, rue L125, lot 2139, ilot 186 bis, 28 BP 571 Abidjan 28 Côte d'Ivoire
Perseus Ghana Exploration Limited Company		4 Chancery Court 147A Giffard Road East Cantonments, Accra, Ghana
Kojina Resources Company Limited		4 Chancery Court 147A Giffard Road

		East Cantonments, Accra, Ghana
Perseus Services DMCC		Office 1302, Jumeirah Bay X3 Tower, Cluster X, Jumeirah Lake Towers, Dubai, UAE
Perseus Mining Fimbiasso S.A.		Abidjan Cocody, les Deux Plateaux, rue L125, lot 2139, ilot 186 bis, 28 BP 571 Abidjan 28 Côte d'Ivoire
Shark (BVI) Inc		Jayla Place, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands
Sand Metals Co Limited		Alamarat st. 3 Villa No. 22 Block 9A East Khartoum, Sudan
Meyas Sand Minerals Co Limited		Alamarat st. 3 Villa No. 22 Block 9A East Khartoum, Sudan
Sudan (BVI) Inc		Jayla Place, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands
Subsidiaries of Centash Holdings Pty Ltd:		
Perex sarl		Abidjan Cocody, les Deux Plateaux, rue L125, lot 2139, ilot 186 bis, 28 BP 571 Abidjan 28 Côte d'Ivoire
Perseus Services sarl		Abidjan Cocody, les Deux Plateaux, rue L125, lot 2139, ilot 186 bis, 28 BP 571 Abidjan 28 Côte d'Ivoire