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



9 June 2020

Dear Shareholder

## SHARE PURCHASE PLAN 2020

On behalf of the Board of Ora Gold Limited ACN 085 782 994 (**Company**), I am pleased to offer eligible shareholders the opportunity to participate in the Company's 2020 Share Purchase Plan (**SPP**), by subscribing for up to \$30,000 worth of fully paid ordinary shares in the Company (**Shares**) (subject to any pro-rata scale back) without having to pay brokerage or other transaction costs, and subject to the enclosed terms and conditions (**Offer**).

The Company is seeking to raise \$1,000,000 which will be used to fund the pre-development costs of the Crown Prince, Lydia and Abbots gold projects, the ongoing delineation drilling of the Government Well base metal prospects, costs of the issue and general working capital. However, the Directors reserve the right to accept oversubscriptions (subject to the maximum number of Shares the Company can issue under the Offer, which is 30% of the Company's pre-Offer issued capital) in their absolute discretion or to scale back applications.

The Offer is made without a prospectus or other disclosure document under the *Corporations Act 2001* (Cth) (**Corporations Act**) in reliance on *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (**Instrument**).

The Company has relied on resolutions 1.2 and 1.3 of the ASX Class Waiver Decision – Temporary Extra Placement Capacity dated 23 April 2020 (**Class Waiver**), to set the Issue Price at the same price at which the placement announced by the Company on 3 June 2020 was made.

The key terms of the Offer are set out in the table below, however this is only a summary so please read the full terms and conditions of the Offer (**SPP Terms and Conditions**) enclosed carefully as if you accept the Offer, you will be bound by them:

<p><b>Offer to Eligible Shareholders only</b></p>	<p>The Offer is only made to Eligible Shareholders, which means:</p> <ul style="list-style-type: none"> <li>• you were required to be registered as a holder of Shares as at 5:00pm (WST) on Tuesday, 2 June 2020 (<b>Record Date</b>); and</li> <li>• your registered address was in Australia or New Zealand. Neither the SPP or the Offer constitutes an offer of Shares in any other jurisdiction except Australia or New Zealand.</li> </ul> <p>The Offer is also made to Eligible Shareholders who are “custodians” as defined in the Instrument to participate in the Offer on behalf of certain eligible beneficiaries, subject to the SPP Terms and Conditions.</p>
<p><b>Participation is optional, but not transferable</b></p>	<p>Participation in the Offer is optional. However, you cannot transfer your rights to purchase Shares under the Offer to anyone else.</p>
<p><b>Issue price</b></p>	<p>The issue price is \$0.014 per Share (<b>Issue Price</b>), which represents a discount of:</p>

	<ul style="list-style-type: none"> <li>• 30% to the closing price of \$0.020 per Share on ASX on Wednesday, 27 May 2020 (being the last trading day prior to announcement of the Offer); and</li> <li>• 30% to the volume weighted average price of Shares of \$0.020 calculated over the last five days on which sales in the Shares were recorded before the Offer was announced.</li> </ul>
<b>Minimum/maximum parcels of Shares</b>	You may apply for Shares in parcels with a minimum dollar value of \$1,000 and a maximum dollar value of \$30,000 and in \$1,000 increments between those amounts. You can only choose one of the thirty options.
<b>Non-fulfilment of application and scale back</b>	The Company intends to raise \$1,000,000 under the Offer (a total of 71,428,571 Shares). However, the Directors reserve the right to accept oversubscriptions in their absolute discretion or to scale back applications for Shares. The maximum number of Shares which may be issued under the Offer as permitted by the ASX Listing Rules is 30% of the Company's pre-Offer issued capital (a maximum of 193,839,272 Shares). If the Company does scale-back applications on a pro-rata basis, you may receive less than the parcel of Shares that you apply for. If this happens, excess funds will be refunded to you without interest.
<b>Opening and Closing Dates</b>	The Offer will open at 9.00am (WST) on Tuesday, 9 June 2020 and will remain open until 5.00pm (WST) on Tuesday, 30 June 2020 or such earlier or later date as determined by the Directors in their sole and absolute discretion ( <b>Closing Date</b> ). The Company reserves the right to close the Offer early, or to extend the Closing Date in its sole and absolute discretion.
<b>How to apply for Shares</b>	<p>To apply for Shares under the Offer you can either:</p> <ul style="list-style-type: none"> <li>• <b>Pay by BPAY®:</b> Make payment by BPAY® in accordance with the instructions on the Application Form. Eligible Shareholders based outside Australia cannot use BPAY® unless they have an Australian bank account.</li> <li>• <b>Pay by cheque, bank draft or money order:</b> Complete and return the enclosed personalised application form (<b>Application Form</b>), together with a cheque, bank draft or money order in accordance with the instructions on the Application Form.</li> </ul> <p>Application Forms must be received by the Company's share registry, or a payment made by BPAY® must be received by the Company, by the Closing Date.</p>
<b>SPP Shortfall</b>	Any Shares not subscribed for by Eligible Shareholders under the Offer will comprise the shortfall and may be offered to unrelated qualified, institutional, sophisticated or professional investors as a separate placement at the discretion of the Directors ( <b>SPP Shortfall Offer</b> ).

Those Directors who held Shares on the Record Date (directly or indirectly) have indicated that they will participate in the Offer.

The Offer does not take into account the individual investment objectives, financial situation, tax position or particular needs of any Eligible Shareholder. Accordingly, before deciding whether to accept the Offer, you should consult with your financial or other professional adviser. This document is not, nor is the Offer, a recommendation to purchase Shares.

You should be aware that the market price of Shares on ASX may rise and fall between the date of the Offer, and the date that the Shares are issued pursuant to the Offer. As a result, the number of Shares that you receive may be more or less than the number you might calculate using the market price of Shares on the date that they are

issued. It also means that it is possible that up to or after the issue date of the Shares under the Offer, you may be able to buy Shares at a lower price than the Issue Price.

Key dates in relation to the Offer are set out below. The dates are indicative only and the Company may change any of the dates at its discretion.

Date	Event
5.00pm Perth time Tuesday 2 June 2020	Record Date
Wednesday 3 June 2020	Announce Offer
Tuesday 9 June 2020	Despatch SPP offer documentation
Tuesday 9 June 2020	Offer Opening Date at 9.00am WST
Tuesday 30 June 2020	Offer Closing Date at 5.00pm WST
Friday 3 July 2020	Announce results of the SPP
Tuesday 7 July 2020	Issue date

If you have any questions in relation to the Offer,

- please contact the Company on +61 8 9389 6927 during business hours, or by email at [info@ora.gold](mailto:info@ora.gold); or
- the SPP information line on 1300 043 194 (within Australia) or +61 2 8355 1006 (outside Australia); or
- through a live online chat facility by going to [chats.shareholdersfirst.com.au](https://chats.shareholdersfirst.com.au); or.
- consult your financial or other professional adviser.

On behalf of the Board of Directors I would like to thank you for your continued support.

Yours faithfully



Rick Crabb  
Non-Executive Chairman

# Ora Gold Limited Share Purchase Plan 2020 Terms and Conditions

## 1 Offer

The Offer entitles Eligible Shareholders (as defined in section 2 below) to subscribe for a maximum of \$30,000 of Shares in accordance with, and subject to, the following Terms and Conditions (**Offer**).

The Offer is made without a prospectus or other disclosure document in reliance on *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Instrument)*.

The laws of some countries prohibit or make impracticable participation in the Offer by certain of the Company's shareholders. Neither the SPP nor the Offer constitutes an offer of Shares in any other jurisdiction except Australia or New Zealand.

The Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of the securities is being made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*. This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

All monetary amounts in these Terms and Conditions are expressed in Australian dollars, and all references to time are references to Australian Western Standard Time (**WST**) unless otherwise stated.

**Please read these Terms and Conditions carefully, as you will have agreed to be bound by them if you accept the Offer.**

## 2 Eligibility

This Offer is made to you if:

- (a) you were a registered holder of Shares at 5.00pm (WST) on 2 June 2020 (**Record Date**); and
- (b) your registered address, as recorded in the Company's register of members was in Australia or New Zealand,

(each an **Eligible Shareholder**).

The Offer to each Eligible Shareholder is made on the same terms and conditions.

Directors of the Company and/or their associated or related entities may be Eligible Shareholders. Directors of the Company can participate in the Offer

without shareholder approval on the same terms and conditions as all other Eligible Shareholders.

If you are an Eligible Shareholder, your right to subscribe for Shares under the Offer is personal to you and non-renounceable, which means that you cannot transfer your rights to another person.

Participation in the Offer by an Eligible Shareholder is optional. If you are in any doubt as to whether you should participate in the Offer, or how such participation will affect you (including taxation implications), you should contact your professional adviser. Neither the Company nor its Directors make any recommendation in relation to the Offer.

## 3 Joint holders/Custodians

If two or more persons are registered in the Company's register of members as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and a certification given by any of them is taken to be a certification given by all of them.

Subject to these Terms and Conditions, Eligible Shareholders who are a custodian as defined in the Instrument (**Custodian**) and hold Shares on behalf of one or more persons resident in Australia and/or New Zealand as at the Record Date (each an **Eligible Beneficiary**) may participate in the Offer on behalf of each Eligible Beneficiary on whose behalf the Custodian is holding Shares. Please refer to section 7 in relation to participation by Custodians.

## 4 Opening and closing dates

The Offer opens at 9.00am (WST) on 9 June 2020 (**Opening Date**).

The Offer will close at 5.00pm (WST) on 30 June 2020, or such other earlier or later date as determined by the Directors (**Closing Date**).

The Company reserves the right to close the Offer early or extend the Closing Date at any time in its sole and absolute discretion by making an announcement to ASX.

## 5 Issue price

The issue price for a Share under the Offer is \$0.014 (**Issue Price**). The Issue Price represents a discount of:

- 30% to the closing price of \$0.020 per Share on ASX on 27 May 2020 (being the last trading day prior to announcement of the Offer); and
- 30% to the volume weighted average price of Shares sold on ASX of \$0.020 calculated over the last five days on which sales in the Shares were recorded before the Offer was announced.

Whilst the discount exceeds that permitted under ASX Listing Rule 7.2 Exception 5 (which in summary provides that ASX Listing Rule 7.1 will not apply to the Offer and any Shares issued under the Offer will not expend any of the Company's placement capacity under that rule) (**Exception**), the Company has relied on the ASX Class Waiver Decision - Temporary Extra Placement Capacity dated 23 April 2020 to set the Offer price at the same price as the placement recently undertaken by the Company and announced to ASX on 3 June 2020 and still have the benefit of the Exception.

The Issue Price is fixed, regardless of any change in the market price of Shares during the Offer period. Before deciding whether to accept the Offer, you should refer to the current market price of Shares, which can be obtained from the Company's website at [www.ora.gold](http://www.ora.gold), the financial pages of major Australian metropolitan newspapers, or the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX Code: OAU).

**PLEASE NOTE** that the market price of Shares may rise or fall between the date of this Offer and the date when the Shares are issued to you under the Offer. This means that the price you pay per Share under this Offer may be greater than or less than the price of Shares at the time the Shares are issued to you pursuant to this Offer. As a result, the number of Shares that you receive may be more or less than the number you might calculate using the market price of Shares on the date that they are issued. It also means that it is possible that up to or after the issue date of the Shares under the Offer, you may be able to buy Shares at a lower price than the Issue Price. In deciding whether you want to participate in this Offer, and the extent to which you participate, you should seek your own personal financial and/or taxation advice referable to your own circumstances.

Your application for Shares will be unconditional and may not be withdrawn even if the market price of Shares has fallen.

No brokerage or other transaction costs will be payable by Eligible Shareholders for the issue of the Shares under the Offer.

## 6 Applying for Shares under the Offer

If you are an Eligible Shareholder you can apply for Shares as follows:

Parcel	\$ value	No of Shares
1	1,000	71,429
2	2,000	142,857
3	3,000	214,286
4	4,000	285,714
5	5,000	357,143

6	6,000	428,571
7	7,000	500,000
8	8,000	571,429
9	9,000	642,857
10	10,000	714,286
11	11,000	785,714
12	12,000	857,143
13	13,000	928,571
14	14,000	1,000,000
15	15,000	1,071,429
16	16,000	1,142,857
17	17,000	1,214,286
18	18,000	1,285,714
19	19,000	1,357,143
20	20,000	1,428,571
21	21,000	1,500,000
22	22,000	1,571,429
23	23,000	1,642,857
24	24,000	1,714,286
25	25,000	1,785,714
26	26,000	1,857,143
27	27,000	1,928,571
28	28,000	2,000,000
29	29,000	2,071,429
30	30,000	2,142,857

You can choose one of the thirty parcels set out above.

You may not apply for more than \$30,000 worth of Shares in aggregate under the Offer, even though you may receive more than one Offer, or Offers in more than one capacity. This includes through joint holdings, multiple share accounts or any holding in which you have a beneficial interest.

If you want to apply for Shares under the Offer you should either:

- (a) **pay directly via BPAY®** on the Internet or by telephone, using the details on the enclosed personalised application form (**Application**

**Form**). You must use the specific Biller Code and the unique reference number shown on your Application Form which is required to identify your holding. Eligible Shareholders based outside Australia cannot apply using BPAY® unless they have an Australian bank account. The Application Form does not need to be returned if paying via BPAY®. You should be aware that your own financial institution may implement earlier cut-off times for electronic payments, and you should take this into consideration when making any electronic payment. It is your responsibility to ensure that the funds submitted through BPAY® are received by the Company by the Closing Date; or

- (b) **send the completed Application Form and a cheque, bank draft or money order** in Australian dollars and drawn on an Australian bank made payable to “Ora Gold Limited SPP Offer” to:

Ora Gold Limited  
c/- Computershare Investor Services Pty Ltd  
GPO Box 505  
Melbourne VIC 3001  
Australia

The completed Application Form and cheque, bank draft or money order must be received by the Closing Date.

Please do not send cash. Receipts for payment will not be issued. Application money will not bear interest under any circumstances. You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPAY®.

If you wish to subscribe for Shares as a Custodian for one or more Eligible Beneficiaries, you must also complete and submit an additional custodian certificate that contains further certifications and details (required under the terms of the Instrument) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed custodian certificate will be rejected. Please refer to section 7 in relation to participation as a Custodian.

The Company and its officers and agents may accept or reject your application for Shares in whole or in part at their discretion, including, without limitation, if:

- (a) your application does not comply with these Terms and Conditions;
- (b) it appears you are not an Eligible Shareholder;
- (c) your Application Form and cheque, bank draft or money order or BPAY® payment is not received by 5:00pm WST on the Closing Date;

- (d) if paying by cheque, bank draft or money order, your Application Form is incomplete or is otherwise determined by the Company in its sole and absolute discretion to be invalid;
- (e) your cheque is dishonoured or has been incorrectly completed;
- (f) it appears that you are applying to purchase more than \$30,000 worth of Shares in aggregate (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) or your application is not for one of the permissible parcel amounts set out in section 6 above;
- (g) payment of the application monies is not submitted in Australian currency or, if payment is made by cheque, the cheque is not drawn on an Australian financial institution; or
- (h) the amount of your BPAY® payment or cheque, bank draft or money order is not equal to the amount indicated on your Application Form.

If the Company receives an amount by BPAY® payment or cheque, bank draft or money order that is not equal to one of the permissible parcel amounts set out in section 6 above the Company may round down the dollar amount of Shares that you are applying for at its discretion, and refund to you the excess of your application monies.

If you do not wish to apply for Shares under the Offer, you do not need to take any action and the Offer will lapse on the Closing Date.

The effect of making an application, whether by you pay directly via BPAY® or complete and return the Application Form, is set out in section 8.

## 7 Participation by Custodians

If on the Record Date you are a Custodian, and you hold Shares on behalf of one or more Eligible Beneficiaries, you may apply for up to a maximum of \$30,000 worth of Shares for each Eligible Beneficiary, subject to providing a custodian certificate on application for Shares pursuant to the Offer certifying the following:

- (a) either or both of the following:
  - (i) that the Custodian holds Shares on behalf of one or more other persons (**Participating Beneficiaries**) that are not Custodians; and
  - (ii) that another Custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of one of more other persons (each a **Participating Beneficiary**), and the Custodian holds the Shares to which those beneficial interests relate on behalf of the

Downstream Custodian or another Custodian,

on the Record Date and that each Participating Beneficiary has subsequently instructed the Custodian, or the Downstream Custodian (as the case may be) to apply for Shares on their behalf under the Offer;

- (b) details of the number of Participating Beneficiaries and the name and address of each Participating Beneficiary;
- (c) in respect of each Participating Beneficiary:
  - (i) where paragraph 7(a)(i) applies - the number of Shares that the Custodian holds on their behalf and the number or the dollar amount of Shares each Participating Beneficiary instructed the Custodian to apply for on their behalf; and
  - (ii) where paragraph 7(a)(ii) applies - the number of Shares to which the beneficial interests relate and the number or the dollar amount of Shares each Participating Beneficiary instructed the Downstream Custodian to apply for on their behalf;
- (d) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$30,000:
  - (i) the Shares applied for by the Custodian on their behalf under the Offer with the instructions referred to in paragraph 7(c); and
  - (ii) any other Shares issued to the Custodian in the 12 months before the application as a result of an instruction given by them to the Custodian or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the Offer;
- (e) that a copy of this Offer document was given to each Participating Beneficiary; and
- (f) where paragraph 7(a)(ii) applies – the name and address of each Downstream Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary.

In providing a custodian certificate under this section 7, the Custodian may rely on information provided to it by the Participating Beneficiary and any Custodian who holds beneficial interests in the Shares held by the Custodian.

Custodians who wish to participate on behalf of one or more Eligible Beneficiaries should contact the Company's share registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside of Australia),

during business hours, to obtain further information on how to apply, and obtain the form of custodian certificate.

If you hold Shares as a trustee or nominee for another person, but you are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings set out in section 6 apply.

## 8 Effect of making an application

If you pay directly via BPAY® or complete and return the Application Form you:

- (a) represent and warrant that you are an Eligible Shareholder, that you have read and understood the Terms and Conditions, and that you subscribe for the Shares in accordance with these Terms and Conditions;
- (b) agree to be bound the Company's constitution;
- (c) acknowledge and agree that your application is irrevocable and unconditional (that is, that it cannot be withdrawn);
- (d) acknowledge that the market price of Shares may rise or fall between the date of this Offer and the date the Shares are issued to you under the Offer, and that the Issue Price you pay for the Shares may exceed the market price of the Shares on the date they are issued to you under the Offer;
- (e) represent and warrant that you will comply with all applicable foreign securities laws and acknowledge that failure to comply may result in violations of applicable securities laws;
- (f) certify, acknowledge and agree that if you are applying on your own behalf (and not as a Custodian) that the total of the application price for the following does not exceed \$30,000:
  - (i) the Shares the subject of the application;
  - (ii) any other Shares applied for under the Offer or issued to you under any similar arrangement in the 12-months before the application;
  - (iii) any other Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
  - (iv) any other Shares issued to a Custodian in the 12-months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the Offer;

- (g) certify, acknowledge and agree that if you are a Custodian applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, that:
- (i) you are a Custodian (as that term is defined in the Instrument);
  - (ii) you held Shares on behalf of an Eligible Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the Offer and that that Eligible Beneficiary has been given a copy of this document;
  - (iii) you are not applying for Shares on behalf of any Eligible Beneficiary with an application price of more than \$30,000 under the Offer; and
  - (iv) you will certify to the Company in writing the information required by paragraph 8(3) of the Instrument in the Custodian certificate submitted with your application form is true, correct and not misleading;
- (h) acknowledge that the Company may at any time irrevocably determine that your application is valid, in accordance with the Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (i) authorise the Company (and each of its officers and agents) to correct any error in your Application Form and to complete the Application Form by inserting any missing details;
- (j) accept the risk associated with any refund that may be sent to you at your address as shown on the member register; and
- (k) are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment which is dishonoured.

## 9 Issue and quotation of Shares

The Shares issued under the Offer will be issued no more than 7 business days after the Closing Date. You will be issued a holding statement for the Shares issued to you under the Offer.

All Shares issued under the Offer will rank equally with existing fully paid ordinary shares issued in the capital of the Company.

The Company will apply to ASX for the quotation of the Shares issued under the Offer on the ASX on the date that they are issued.

## 10 Oversubscriptions and scale back

The Company intends to raise \$1,000,000 under the Offer. However, the Directors reserve the right to accept oversubscriptions in their absolute discretion. The maximum number of Shares which may be issued under the Offer as permitted by the ASX Listing Rules is 30% of the Company's pre-Offer issued capital, which is a maximum of 193,839,272 Shares (\$2,713,750)

If the Company scales back applications for Shares under the Offer, it will do so on a pro-rata basis to all participants in the Offer based on the number of Shares they have applied for under the Offer. If there is a scale back, you may receive less than the parcel of Shares for which you have applied. If a scale back produces a fractional number of Shares when applied to your parcel, the number of Shares you will be issued will be rounded down to the nearest whole number of Shares. Should a scale back occur, any excess application monies will be refunded to you without interest.

## 11 SPP Shortfall Offer

Any Shares not subscribed for by Eligible Shareholders under the Offer will comprise the shortfall and may be offered to unrelated qualified, institutional, sophisticated or professional investors as a separate placement at the discretion of the Directors.

## 12 Dispute resolution

The Company may settle any difficulties, anomalies, or disputes which may arise in connection with the operation of the SPP and/or the Offer whether generally or in relation to any participant or any application for Shares in any manner it deems appropriate, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.

## 13 Variation, termination and waiver

The Company reserves the right at any time to:

- (a) amend or vary these Terms and Conditions;
- (b) withdraw the Offer or suspend or terminate the SPP; and/or
- (c) not accept an application, not issue Shares or issue Shares to a value less than that applied for under the Offer by an Eligible Shareholder (including a Custodian applying on behalf of its Participating Beneficiaries).

If the Company amends or varies the Terms and Conditions, withdraws, suspends or terminates the Offer it will advise ASX. The non-receipt of any such notice will not invalidate the amendment, variation, withdrawal, suspension or termination.

If the Offer is withdrawn or terminated, all of your application monies will be refunded to you. No interest will be paid on any money returned to you.



The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions.

#### 14 **Governing law**

These Terms and Conditions are governed by the laws in force in Western Australia.



# ORA

GOLD LIMITED

ACN 085 782 994

### For all enquiries:

**Phone:**

(within Australia) 1300 043 194  
(outside Australia) +61 2 8355 1006

**Web:**

www.investorcentre.com/contact

**Email:**

info@ora.gold

### Make your payment:



See overleaf for details of the Offer and how to make your payment

## Share Purchase Plan Application Form

**Your payment must be received by 5:00pm (WST) on Tuesday, 30 June 2020**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Capitalised terms used in this Application Form have the meaning set out in the Share Purchase Plan (SPP) Terms and Conditions that accompanied this Application Form. Please read these Terms and Conditions carefully, as you will have agreed to be bound by them if you accept the Offer.

The effect of making payment is set out in section 8 of the Terms and Conditions, including that you agree to be bound by the Constitution of Ora Gold Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Ora Gold Limited shares on the terms of the SPP.

In addition, by making payment you certify that if you are applying on your behalf (and not as a Custodian) that the aggregate of the application price paid by you for the following does not exceed \$30,000:

- the Shares the subject of the payment slip overleaf;
- any other Shares applied for under the Offer or issued to you under any similar arrangement in the 12-months before the application;
- any other Shares which you have instructed a Custodian to ~~acquire on your behalf under the Offer, and~~
- any other Shares issued to a Custodian in the 12-months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the Offer.

### Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESSE sponsored holding, please contact your Controlling Participant to notify a change of address.

### Step 2: Make Your Payment

Note that shares may be purchased in increments of \$1,000 subject to purchase of the minimum value and not exceeding the maximum value. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

If you are a Custodian (as that term is defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) you must submit a custodian certificate if you wish to participate on behalf of one or more Eligible Beneficiaries. You should contact Computershare Investor Services Pty Ltd (CIS), to obtain further information on how to apply, and obtain the form of custodian certificate. Applications received by Custodians that are not accompanied by a custodian certificate will be rejected.

Ora Gold Limited may settle any difficulties, anomalies, or disputes which may arise in connection with the operation of the SPP and/or the Offer whether generally or in relation to any participant or any application for Shares in any manner it deems appropriate, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.

Ora Gold Limited reserves the right at any time to amend or vary the Terms and Conditions; withdraw the Offer or suspend or terminate the SPP; not accept an application, not issue Shares or issue Shares to a value less than that applied for under the Offer by an Eligible Shareholder (including a Custodian applying on behalf of its Participating Beneficiaries). If Ora Gold Limited amends or varies the Terms and Conditions, withdraws, suspends or terminates the Offer it will advise ASX. The non-receipt of any such notice will not invalidate the amendment, variation, withdrawal, suspension or termination.

Choose one of the payment methods shown below.

**BPAY®:** See overleaf. Do not return the payment slip with **BPAY** payment.

**By Mail:** Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "Ora Gold Limited SPP Offer" and cross "Not Negotiable". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account. Entering your contact details is not compulsory, but will assist us if we need to contact you.

Ora Gold Limited Share Purchase Plan Application Form  
Payment must be received by 5:00pm (WST) on Tuesday, 30 June 2020


© Registered to BPAY Pty Limited ABN 69 079 137 518

**Turn over for details of the Offer →**

# Share Purchase Plan Application Form

**STEP 1**

## Registration Name & Offer Details

 For your security keep your SRN/  
HIN confidential.

Registration Name:

Entitlement No:

Offer Details:

Record date:

**5:00pm (WST) on Tuesday, 2 June 2020**

Minimum value  
available to purchase:

**\$1,000**

Maximum value  
available to purchase:

**\$30,000**

**STEP 2**

## Make Your Payment by 5:00pm (WST) on Tuesday, 30 June 2020

To avoid postal delay make your payment via **BPAY** either online or by phone with your bank using the payment details below.

### BPAY



Bill Code: 321208  
Ref No:

### Cheque, bank draft or money order



Make your cheque, bank draft or money order payable to  
**"Ora Gold Limited SPP Offer"** and cross **"Not Negotiable"**.  
Return your payment with the below payment slip to:  
**Computershare Investor Services Pty Limited**  
**GPO BOX 505 Melbourne Victoria 3001 Australia**

Contact your financial institution to make your  
payment from your cheque or savings account.

### BPAY

Neither Computershare Investor Services Pty Limited (CIS) nor Ora Gold Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time. Eligible Shareholders should use the customer reference number shown on this Application Form when making a BPAY payment. If your payment is being made by BPay, you do not need to return the payment slip below. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into account when making payment.

### MAIL

Neither CIS nor Ora Gold Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

### Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at [www.computershare.com/au/privacy-policies](http://www.computershare.com/au/privacy-policies).

Detach here

## Purchase Details for Ora Gold Limited

Amount between \$1,000 and \$30,000 in  
\$1,000 increments

**A\$**

You may apply for securities in \$1,000 increments from a minimum of \$1,000 up to a  
maximum of \$30,000.

Entitlement No:



BPAY is the most efficient and secure form of payment. Your **BPAY**  
payment details are shown above.

### Contact & Cheque Details

Contact

Name \_\_\_\_\_ Daytime Telephone \_\_\_\_\_

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<b>A\$</b> <input type="text"/>