



ORBIS GOLD TO RAISE US\$20 MILLION AND INTRODUCE STRATEGIC SHAREHOLDER

Highlights:

- **Orbis Gold has entered into binding agreement with Greenstone Resources L.P to subscribe for US\$20 million (before costs) at A\$0.42 per share;**
- **Issue price represents a 12% premium to Orbis Gold's 3 month VWAP; an endorsement of the high quality of the Company's gold projects;**
- **Orbis Gold funded to advance Natougou Gold Project to a construction decision with financial capacity to:**
 - **complete a Definitive Feasibility Study for the Natougou Gold Project;**
 - **lodge necessary applications to secure project permitting;**
 - **advance the Nabanga Gold Project, including completion of a scoping study; and**
 - **continue exploration activities on priority gold targets in Burkina Faso and Cote d'Ivoire**
- **New long term strategic partner introduced to the Company providing extensive experience in mining developments and operations, notably in Africa.**

Greenstone placement (US\$20 million)

Orbis Gold Limited ("Orbis Gold" or the "Company") has entered into a binding subscription and co-operation deed ("Subscription Deed"), whereby Greenstone Resources L.P or its nominee ("Greenstone") will subscribe for shares at an issue price of A\$0.42 per share, to raise a total of US\$20 million (before costs). There is no raising fee payable on this amount.

The introduction of Greenstone as a new investor creates an important strategic relationship between Orbis Gold and Greenstone ("Strategic Relationship"). The Strategic Relationship allows Orbis Gold to benefit from Greenstone's management, technical and strategic expertise and financial capacity. Specifically, the Strategic Relationship:

- **supplements the current skills and experience of Orbis Gold by providing access to the significant experience of the Greenstone team, in particular, Greenstone's African mining development experience;**
- **broadens the exposure and contact of Orbis Gold to a wider range of investors, financiers, contractors and other commercial partners, through accessing the Greenstone network; and**
- **allows Orbis Gold to accelerate the development of its flagship Natougou Gold Project.**

It is estimated that upon closing, the shares issued under the Greenstone Placement will represent approximately 17% of Orbis Gold's issued capital.⁽¹⁾

The Greenstone Placement is subject to Orbis Gold shareholder approval being obtained at a general meeting.

Orbis Gold has secured the support of shareholders who own and control (in aggregate) 19% of the fully paid ordinary shares of Orbis Gold (including the Company's largest shareholder, DGR Global Limited), who have advised Orbis Gold of their present voting intention to vote in favour of Greenstone Placement at a general meeting, in the absence of a superior proposal.

The Orbis Board of Directors ("Directors") unanimously believe that the entry into and performance of the Subscription Deed is in the best interests of shareholders as a whole, subject to their being no superior proposal. In that circumstance, the Directors unanimously intend to vote any shares that each Director owns or controls in favour of the Greenstone Placement at the general meeting.

Use of Funds

The funds will primarily be used to advance the Natougou Gold Project towards a positive construction decision point. Key tasks to reach this point include:

- completion of a Definitive Feasibility Study ("DFS") which is anticipated by mid-2015;
- lodgement of applications to secure necessary permits, including environmental approval and a mining licence; and
- engagement with providers of construction finance.

The DFS is targeting the definition of a large-scale, high-grade, low-cost open pit mining project at Natougou as outlined in the Companies October 2013 Scoping Study report.⁽²⁾

In addition, the funds raised will allow the Company to:

- advance the high grade Nabanga Gold project, including completion of a scoping study and further resource definition drilling as required; and
- undertake exploration activities on high priority targets including:
 - mine life extensions in the Natougou area;
 - assessment of multiple large-scale targets in the Bantou area; and
 - initial assessment of the recently granted exploration tenement in northern Cote d'Ivoire.

Remaining funds will be directed towards working capital for general corporate purposes.

About Greenstone

Greenstone is a private equity fund specialising in the mining and metals sector. Greenstone invests in post exploration development projects and supports management teams in bringing projects into production. Greenstone's long-term investment horizon provides close alignment with management's long-term capital decisions.

¹ This assumes an exchange rate of A\$/US\$ 0.90. The exact number of shares that will be issued (and proceeds raised in A\$'s) will be determined on the basis of the USD/AUD exchange rate at closing calculated in accordance with the Subscription Deed.

² Refer ASX release "Natougou Positive Scoping Study Results" dated 15th October 2013.

The Greenstone team has over 80 years of experience in the resource sector, with particular expertise in developing and operating mines globally, including in Africa.

Further details on Greenstone can be found at www.greenstoneresources.com.

Details of the Greenstone placement

As part of the Subscription Deed, for so long as Greenstone has voting power of not less than 10% of Orbis Gold, Greenstone is granted certain rights, including the right to:

- nominate a director to the Orbis Gold Board;
- nominate a person to participate in Orbis Gold's Project Governance Group, which is a group formed to review and discuss the progress and status of the definitive feasibility study on Orbis Gold's Natougou Gold Project; and
- participate in any new issue of shares in Orbis Gold (subject to a number of express exclusions), on the same terms as other participants in that share issue, up to such additional number of equity securities as is sufficient to enable Greenstone to maintain its ownership percentage in Orbis Gold ("Anti-Dilution Right").

Orbis Gold has received a waiver from the ASX in respect of ASX Listing Rule 6.18 (which prohibits an option over a percentage of an entity's capital) as it applies to the Anti-Dilution Right, to enable Greenstone (or its nominee) to maintain its ownership percentage in Orbis Gold.

The ASX waiver provides that the Anti-Dilution Right is subject to a number of conditions:

- the Anti-Dilution Right lapses on the earlier of:
 - a. Greenstone's holding in Orbis Gold falling below 10%;
 - b. Greenstone's holding in Orbis Gold exceeding 25%; and
 - c. the strategic relationship between Orbis Gold and Greenstone ceasing or changing in such a way that it effectively ceases;
- the Anti-Dilution Right may only be transferred to an entity in the wholly owned group of Greenstone;
- any securities issued under the Anti-Dilution Right are offered to Greenstone for cash consideration that is:
 - no more favourable than cash consideration paid by third parties (in the case of issues of securities to third parties for cash consideration; or
 - equivalent in value to non-cash consideration offered by third parties (in the case of issues of securities to third parties for non-cash consideration)
- the number of securities that may be issued to Greenstone under the Anti-Dilution Right in the case of any diluting event must not be greater than the number required in order for Greenstone to maintain its percentage holding in the issue share capital of Orbis Gold immediately before that diluting event; and
- Orbis Gold must disclose a summary of the Anti-Dilution Right to persons who may subscribe for securities under a prospectus, as well as in each annual report.

About Orbis Gold

Orbis Gold (ASX:OBS) is an Australian-based resource company focused on the discovery and development of large-scale gold deposits in the world's premier mineral provinces. Orbis Gold holds a substantial tenement position in the Birimian Gold Province of West Africa – a world-class gold province with more than seventy gold deposits each greater than 1Mozs discovered to date.

The majority of Orbis Gold's gold projects are located in Burkina Faso, a country that is highly supportive of modern mine development and is experiencing a rapid growth in gold production. Seven new large-scale gold mines have been developed in Burkina Faso over the past seven years. Multiple new third-party projects are proposed for near-term development.

Orbis Gold commenced exploration activities in Burkina Faso in 2010 and has achieved substantial exploration success. To date, Orbis Gold has announced multiple gold discoveries that include two of the highest grade undeveloped deposits in West Africa – Natougou and Nabanga.

Orbis Gold is currently completing a DFS on the Natougou Gold Project. The Company anticipates completing the study by mid-2015.

In January 2014, Orbis Gold was awarded the "Explorer of the Year" by the Gold Mining Journal.

For more information please contact:

Mr Peter Spiers

Managing Director

Ph: +61 (0)7 3198 3040

Mob: +61 (0)409 407 265

Mr Peter Harding-Smith

Company Secretary

Ph: +61 (0)7 3198 3040

Mob: +61 (0)488 771 588

Corporate Office

Level 32, 10 Eagle Street

Brisbane QLD 4000 Australia

Ph: +61 (0)7 3198 3040

Email: info@orbisgold.com

ACN 120 212 017

Further information on Orbis Gold can also be found on our website www.orbisgold.com
