

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial shareholderTo: Company name/ Scheme **Orion Gold NL**ACN/ ARSN **098 939 274****1. Details of substantial holder (1)**Name **DENIS WADDELL**

ACN/ ARSN (if applicable)

There was a change in the interests of the substantial holder on **30/12/2016**The previous notice was given to the company on **18/01/2016**The previous notice was dated on **18/01/2016****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)
ORDINARY SHARES	66,546,104	15.8%	92,541,324	14.37%

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
30/12/2016	TARNEY HOLDINGS PTY LTD	ISSUE OF SHARES AS APPROVED AT ORION GOLD NL'S ANNUAL GENERAL MEETING HELD ON 30 NOVEMBER 2016.	REFER ANNEXURE A	17,500,000	17,500,000
30/12/2016	MR DENIS P WADDELL & MRS FRANCINE L WADDELL	ISSUE OF SHARES AS APPROVED AT ORION GOLD NL'S ANNUAL GENERAL MEETING HELD ON 30 NOVEMBER 2016.	REFER ANNEXURE A	7,500,000	7,500,000
6/10/2016 – 11/10/2016	MR DENIS P WADDELL & MRS FRANCINE L WADDELL	ON-MARKET	REFER ANNEXURE A	995,220	995,220

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 ^(a)	Class and number of securities	Person's votes
DENIS WADDELL	TARNEY HOLDINGS PTY LTD	TARNEY HOLDINGS PTY LTD	INTEREST ARISING UNDER S.608(3) OF THE CORPORATIONS ACT	49,309,104 ORDINARY SHARES	49,309,104
DENIS WADDELL	MR DENIS P WADDELL & MRS FRANCINE L WADDELL	MR DENIS P WADDELL & MRS FRANCINE L WADDELL	JOINT HOLDING AS TRUSTEES OF A SUPERANNUATION FUND	43,232,220 ORDINARY SHARES (a)	43,232,220

(a) In addition to on market purchases, 30,000,000 ordinary shares were transferred from Tarney Holdings Pty Ltd to Mr Denis P Waddell & Mrs Francine L Waddell.

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 as follows:

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

6. Addresses

The addresses of persons named in this form are:

Name	Address
TARNEY HOLDINGS PTY LTD	8 Kildare Road, Floreat, Perth, Western Australia
DENIS WADDELL	8 Kildare Road, Floreat, Perth, Western Australia

Signature

print name **DENIS WADDELL**

capacity **DIRECTOR**

sign here



date **6 January 2017**

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 6 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 1 page referred to in Form 604 (Notice of change of interests of substantial holder) signed by me and dated 6 January 2017.



Denis Waddell

Director

Item 3 – Changes in relevant interests

Since the last Form 604 (Notice of change of interests of substantial holder) was lodged on 18 January 2016, Tarney Holdings Pty Ltd has acquired the following shares in Orion Gold NL:

Name	Date	Type	Security	Number	Gross Consideration
Tarney Holdings Pty Ltd	30/12/2016	Buy	Ordinary share	17,500,000	\$350,000.00
Total				17,500,000	\$350,000.00

Since the last Form 604 (Notice of change of interests of substantial holder) was lodged on 18 January 2016, Mr Denis P Waddell & Mrs Francine L Waddell have acquired the following shares in Orion Gold NL:

Name	Date	Type	Security	Number	Gross Consideration
Mr Denis P Waddell & Mrs Francine L Waddell	06/10/2016	Buy	Ordinary share	150,718	\$3,425.80
Mr Denis P Waddell & Mrs Francine L Waddell	07/10/2016	Buy	Ordinary share	264,924	\$5,828.33
Mr Denis P Waddell & Mrs Francine L Waddell	10/10/2016	Buy	Ordinary share	175,588	\$3,862.93
Mr Denis P Waddell & Mrs Francine L Waddell	11/10/2016	Buy	Ordinary share	403,990	\$8,887.78
Mr Denis P Waddell & Mrs Francine L Waddell	30/12/2016	Buy	Ordinary share	7,500,000	\$150,000.00
Total				8,495,220	\$172,004.84