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Dear Shareholder,

**Orbis Gold Annual General Meeting Friday 28 November 2014, 9.00am.**

On behalf of the Board of Directors, it gives me great pleasure to invite you to attend Orbis Gold's 2014 Annual General Meeting, to be held at 9.00am (AEST) on 28 November 2014 at Level 7, Waterfront Place, 1 Eagle Street, Brisbane.

The Notice of Meeting is enclosed and sets out in detail the items of business to be considered by shareholders at the meeting.

In addition to the Ordinary Business of considering the Company's Annual Report, remuneration report and re-election of directors, there are additional items we will be asking shareholders to consider and vote on, the most vital of which being approval to undertake a A\$20 million rights issue. **The proposed resolutions are very important and require your careful attention given their importance and potential outcome on the future direction of the company.**

Shareholders should also note that, as is ordinary practice, the Company is proposing resolutions to approve a performance rights plan, ratify previous placements and obtain approval to issue an additional 10% of capital as allowed under the Listing Rules (as the Company has done so over the past 2 AGMs). However, given the existence of the proposed bid by SEMAFO Inc (**SEMAFO**) (described below), the Company has committed **not to issue securities under these approvals** whilst the SEMAFO offer is outstanding.

You may be aware of the recent notice by SEMAFO of its intention to make an offer for the company at a price of \$0.65 per share. The Offer is subject to acceptance by a minimum of 50.1% of shareholders and other conditions.

Following careful consideration, **the Board has rejected SEMAFO's offer** on the basis that the offer undervalues the Company nor does it factor the significant near term growth prospects available to the company. **In this regard, shareholders are advised to take no action in relation to the SEMAFO offer.**

Given the strategic interest in the company, the Board recently made a decision to terminate the proposed US\$20 million equity placement, to be made to Greenstone Resources LP (**Greenstone**) at \$0.42 per share. As an alternative, the Company now proposes to raise up to A\$20 million through a pro rata non renounceable entitlement offer to all shareholders at a fixed price of \$0.60 per share. Funds raised from the entitlement offer will be used for the same purposes as previously designated for the

Greenstone funds and include the advancement of the Company's flagship Natougou gold project to a positive construction decision, progressing key priority exploration and appraisal targets and providing general working capital.

The issue of new shares has important implications for the conditions of SEMAFO's offer with one implication being that the SEMAFO offer may be withdrawn. Despite this implication, your Directors emphasise the company's requirement for immediate funds and belief that the proposed rights issue is an appropriate method of raising funds on the basis that it will be pro-rata and accordingly, to the maximum extent possible be non-dilutionary to existing shareholders.

The Company together with its advisers continues to be in active discussions with third parties regarding superior alternatives to SEMAFO's proposed offer and will update shareholders of further developments.

### **Recommendation**

**Your Directors believe that the Resolutions to be proposed at the Meeting are in the best interests of the Company and its shareholders as a whole and, therefore, recommend you to vote in favour of the Resolutions. Your Directors intend to vote in favour of the Resolutions in respect of their own beneficial holdings of Ordinary Shares.**

We look forward to your participation the Annual General Meeting and thank you for your continued support.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Bovard', with a stylized flourish extending to the right.

John Bovard  
Chairman  
Orbis Gold Limited

# Notice of Annual General Meeting and Explanatory Memorandum

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**Orbis Gold Limited ACN 120 212 017**

Date of Meeting: 28 November 2014

Time of Meeting: 9.00am (Brisbane time)

Place of Meeting: Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000

# Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of **Orbis Gold Limited ACN 120 212 017 (Company)** will be held at Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000, on 28 November 2014 at 9.00am (Brisbane time).

## Agenda

### ORDINARY BUSINESS

#### Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Statement of Financial Position, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2014.

#### 1. Resolution 1 – Adoption of Remuneration Report

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To consider and, if thought fit, pass the following Resolution, as an advisory Resolution, without amendment:

*“That for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report for the year ended 30 June 2014 (as set out in the Directors' Report) is adopted.”*

Terms used in this Notice of Meeting are defined in the “Interpretation” section of the accompanying Explanatory Memorandum.

The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

#### **Voting Restriction pursuant to section 250R(4) of the Corporations Act**

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report;
- (b) a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy; and
- (b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- (c) either:
  - (1) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
  - (2) the voter is the Chair of the Meeting and the appointment of the Chair as proxy:
    - (A) does not specify the way the proxy is to vote on the Resolution; and
    - (B) expressly authorises the Chair to exercise the proxy even if

# Notice of Annual General Meeting

the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

## **Voting Intention of Chair**

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## **2. Resolution 2 – Re-election of Mr John Bovard as a Director**

To consider and, if thought fit, pass the following Resolution, as an Ordinary Resolution, without amendment:

*“That for the purposes of ASX Listing Rule 14.4 and for all other purposes, Mr John Bovard, who retires by rotation in accordance with Rule 38.1 of the Company’s Constitution and, being eligible pursuant to Rule 38.8 of the Constitution, offers himself for re-election, be re-elected as a Director.”*

## **3. Resolution 3 – Re-election of Mr Kevin Tomlinson**

To consider and, if thought fit, pass the following Resolution, as an Ordinary Resolution, without amendment:

*“That for the purposes of ASX Listing Rule 14.4 and for all other purposes, Mr Kevin Tomlinson, who retires in accordance with Rule 38.1 of the Company’s Constitution and, being eligible pursuant to Rules 36.2 and 38.8 of the Constitution, offers himself for re-election, be re-elected as a Director.”*

## **4. Resolution 4 – Approval to issue securities under the Performance Rights Plan**

To consider and, if thought fit, pass the following Resolution, as an Ordinary Resolution of the Company, without amendment:

*“That, for the purposes of Exception 9 of Listing Rule 7.2 and for all other purposes, but subject to the receipt of any necessary ASIC relief, the Company is authorised to issue securities under the Performance Rights Plan (PRP) as an exception to Listing Rules 7.1 and 7.1A, on the terms and conditions described in the Explanatory Memorandum.”*

### **Voting Exclusion Statement**

The Company will disregard any votes cast on this Resolution by:

- a Director who is eligible to participate in the PRP; and
- an associate of such a Director.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

### **Voting Restriction pursuant to section 250BD of the Corporations Act**

# Notice of Annual General Meeting

As Resolution 4 is a Resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company (or, if the Company is a consolidated entity, for the entity), pursuant to section 250BD of the Corporations Act, a vote on Resolution 4 must not be cast by:

- any member of the Key Management Personnel for the Company (or, if the Company is a consolidated entity, for the entity); or
- a Closely Related Party of any member of the Key Management Personnel for the Company (or, if the Company is a consolidated entity, for the entity),

who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not specify in writing the way the proxy is to vote on the Resolution.

However, the Company need not disregard a vote on this Resolution 4 if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, where the Shareholder does not specify in writing the way the proxy is to vote on the Resolution, on the condition that the appointment of proxy expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, of the entity.

## **Voting Intention of Chair**

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 4, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

## **Important note - ASX Listing Rule 7.9 and SEMAFO Offer**

ASX Listing Rule 7.9 prohibits a company from issuing or agreeing to issue Equity Securities, without the approval of Shareholders, for 3 months after it is told in writing that a person is making, or proposes to make, a takeover for securities in it. Shareholders should be aware that the approval of the PRP as contemplated by this Resolution 4, will mean that the Company will be able to issue performance rights (and the underlying Shares) issued under the PRP without breaching ASX Listing Rule 7.9.

**The Directors do not intend to issue any Performance Rights (or the underlying Shares) while the SEMAFO Offer is outstanding.**

## **5. Resolution 5 - Approval of Rights Issue**

To consider and, if thought fit, pass the following Resolution, as an Ordinary Resolution, without amendment:

*"That, for the purposes of ASX Listing Rule 7.9, approval be given for the Company to undertake the Rights Issue (and, if applicable, the placement of any Shortfall) on the terms and conditions described in the Explanatory Memorandum."*

## **6. Resolution 6 - Ratification of previous issue of February 2014 Placement Shares**

To consider and, if thought fit, pass the following Resolution, as an Ordinary Resolution, without amendment:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of a total of 30,350,000 Shares to clients of Bell Potter"*

# Notice of Annual General Meeting

*Securities Limited and Clarus Securities Inc. (**February 2014 Recipients**) at an issue price of \$0.33 per Share to raise \$10,015,500 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting (**February 2014 Placement Shares**)."*

## Notes

The rights and liabilities attaching to the February 2014 Placement Shares are identical in all respects to the existing ordinary Shares on issue in the Company.

Further details of the February 2014 Placement Shares and the use of funds raised from the issue of the February 2014 Placement Shares are contained within the Explanatory Memorandum.

## Voting exclusion statement

The Company will disregard any votes cast on this Resolution 6 by:

- (a) the February 2014 Recipients; and
- (b) an associate of any of the February 2014 Recipients.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

## SPECIAL BUSINESS

### 7. Resolution 7 - Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, pass the following Resolution, as a Special Resolution, without amendment:

*"That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions described in the Explanatory Memorandum (**10% Securities**)."*

## Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution 7 by :

- a person who may participate in the issue of the 10% Securities and a person who might obtain a benefit if this Resolution 7 is passed, except a benefit solely in their capacity as a holder of Shares if the Resolution is passed; and
- an associate of that person (or those persons).

However, the Company need not disregard a vote if:

# Notice of Annual General Meeting

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

## **Important note**

The proposed allottees of any 10% Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the 10% Securities), security holders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

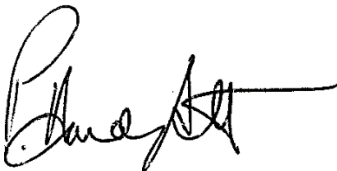
## **Important note - ASX Listing Rule 7.9 and SEMAFO Offer**

Shareholders should be aware that the approval of Resolution 7 will **not** constitute Shareholder approval for the purposes of ASX Listing Rule 7.9 (and additional subsequent Shareholder approval would be required prior to the issue of any Equity Securities pursuant to ASX Listing Rule 7.1A).

## **GENERAL BUSINESS**

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

## **By order of the Board**



Mr Peter Harding-Smith  
Company Secretary  
29 October 2014



**THIS IS A VERY IMPORTANT MEETING FOR THE COMPANY'S SHAREHOLDERS AND THE OUTCOME MAY HAVE A SIGNIFICANT IMPACT ON THE FUTURE DIRECTION OF THE COMPANY.**

**SHAREHOLDERS ARE ENCOURAGED TO SEEK INDEPENDENT FINANCIAL AND LEGAL ADVICE REGARDING THE RESOLUTIONS WHICH ARE THE SUBJECT OF THIS NOTICE OF ANNUAL GENERAL MEETING (PARTICULARLY RESOLUTION 5).**

**WHERE POSSIBLE SHAREHOLDERS SHOULD ATTEND THE ANNUAL GENERAL MEETING OR ALTERNATIVELY EXERCISE THEIR VOTING RIGHTS PURSUANT TO THE PROXY INSTRUCTIONS ACCOMPANYING THIS NOTICE OF ANNUAL GENERAL MEETING.**

## **1. Introduction**

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This Explanatory Memorandum is provided to Shareholders of **Orbis Gold Limited ACN 120 212 017 (Company)** to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000 on 28 November 2014 commencing at 9.00am (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in Section 10.

## **2. Consider the Company's Annual Report**

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The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Statement of Financial Position, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2014 were despatched to Shareholders and released to the ASX on 30 September 2014. In accordance with section 317 of the Corporations Act, the Directors lay the Company's Annual Report before the Shareholders for discussion. No voting is required for this item.

## **3. Resolution 1 – Adoption of Remuneration Report**

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The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Report:

- (a) explains the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each Director and the most highly remunerated senior executive of the Company; and
- (d) details and explains any performance conditions applicable to the remuneration of executive directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

There are restrictions on members of the Key Management Personnel and their Closely Related Parties and their proxies voting on Resolution 1, details of which are set out in the Voting Restriction included in Resolution 1 of the Notice of Meeting.

# Explanatory Memorandum

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report. A vote on this resolution is advisory only and does not bind the Directors or the Company.

## **4. Resolution 2 – Re-election of Mr John Bovard as a Director**

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Mr John Bovard retires in accordance with rule 38.1 of the Company's Constitution and, being eligible pursuant to Rule 38.8 of the Company's Constitution, offers himself for re-election as a Non-Executive Director.

Mr Bovard is currently the Non-Executive Chairman of the Company

Mr Bovard is a civil engineer with over 40 years experience in mining, heavy construction, project development and corporate management. His career has included roles as CEO of public companies and both executive and non-executive directorships.

He holds a bachelor of civil engineering, is a fellow of the Australasian Institute of Mining and Metallurgy and a Fellow of the Australian Institute of Company Directors. Recent roles include CEO of Australian Solomons Gold and non-executive chairman of Axiom Mining. Prior to that John spent over four years as CEO of Asia Pacific Resources Ltd developing a large potash resource in Thailand. Other directorships have included Danae Resources N.L. (managing director) and Greenwich Resources plc. He was Project Manager for the \$A800 million Phosphate Hill Fertiliser Project for Western Mining Corporation (WMC) situated south of Mount Isa. Previous experience includes the Porgera mine, the Super Pit at Kalgoorlie and work with a number of junior resource companies bringing assets into commercial production.

The Directors (with Mr Bovard abstaining) recommend that Shareholders vote in favour of Resolution 2.

## **5. Resolution 3 – Re-election of Mr Kevin Tomlinson as a Director**

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Mr Kevin Tomlinson retires in accordance with rule 38.1 of the Company's Constitution and, and being eligible pursuant to Rules 36.2 and 38.8 of the Company's Constitution, offers himself for re-election as a Non-Executive Director.

Mr Tomlinson is currently an independent Non-Executive Director of the Company.

Kevin Tomlinson began his career as a Geologist over 30 years ago and is based in London, UK. He is currently a Director of Centamin Plc a London Main Board gold producer in Egypt; Lead Independent Director and Deputy Chairman of Besra Gold an ASX and TSX listed gold producer/developer in Vietnam and Malaysia; and Director of Samco Gold a TSX listed gold explorer in Argentina. Previously, he was Chairman of the ASX, AIM and TSX-listed Philippines gold producer Medusa Mining from 2005 to 2010 and ASX listed Dragon Mountain Gold, a gold developer in China. As Managing Director of Investment Banking at Westwind Partners/Stifel Nicolaus International Investment Bank, he headed up the London mining practice from 2006 to 2012 raising finance and providing M&A advice to many gold, base metal and nickel companies, including Centamin Egypt. Prior to this, he was Director of Natural Resources at Williams de Broë in London and Head of Research for Australian broking, corporate finance and research house, Hartleys. Mr Tomlinson is a Fellow of the Chartered Institute for Securities & Investment, a Fellow of the Institute of Directors and a Liveryman of the Worshipful Company of International Bankers.

The Directors (with Mr Tomlinson abstaining) recommend that Shareholders vote in favour of Resolution 3.

# Explanatory Memorandum

## 6. Resolution 4 – Approval to issue securities under the Performance Rights Plan

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### Introduction

The Company's Performance Rights Plan (**PRP**) was approved by the Board on 27 October 2014. The Company has not previously had a performance rights plan. The Company believes that the PRP will provide participants in the PRP incentives to focus on superior performance that creates Shareholder value.

The Board established the PRP to:

- align the interests of eligible employees with Shareholders through the allocation of equity based incentives which are linked to the performance of the Company; and
- attract, motivate and retain quality employees;

The PRP is a flexible equity-based scheme which allows the Company to grant different types of appropriately structured performance-based awards to eligible employees, depending upon the prevailing circumstances and having regard to market practices generally.

Performance rights are a key component of the Company's executive remuneration strategy. Performance rights allow participants to acquire Shares, subject to remaining employed by the Company and the performance of the Company.

The Directors invite eligible employees to participate in the PRP and grant participants with a number of performance rights.

If performance rights vest, participants are entitled to be issued with a corresponding number of Shares without being required to pay any monetary compensation.

The PRP has been designed so that it is an integral component of the Company's remuneration philosophy, having specific regard to the Company's current key business drivers.

A summary of the terms and conditions of the PRP is contained in Annexure A to this Explanatory Memorandum. Under Resolution 4, the Company is seeking Shareholder approval to issue securities in the future under the PRP as an exception to Listing Rules 7.1 and 7.1A, and for all other purposes.

### Listing Rules

Listing Rule 7.1, also known as the "15% rule", limits the capacity of a company to issue Equity Securities without the prior approval of its shareholders. In broad terms, Listing Rule 7.1 provides that a company may not, in any 12 month period, issue Equity Securities equal to more than 15% of the total number of ordinary securities on issue at the beginning of the 12 month period unless the issue is first approved by a majority of disinterested shareholders or the issue otherwise comes within one of the exceptions to Listing Rule 7.1 (**15% Capacity**).

Under Listing Rule 7.1A, small and mid cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by special resolution at the annual general meeting, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the annual general meeting (**Additional 10% Issue**). The Additional 10% Issue under Listing Rule 7.1A is in addition to the 15% Capacity of a company pursuant to Listing Rule 7.1. Pursuant to Resolution 7, the Company is seeking shareholder approval pursuant to Listing Rule 7.1A for the Additional 10% Issue.

As a result, any issue of Shares or options by the Company under the PRP would reduce the Company's 15% Capacity under Listing Rule 7.1, or if approved, the Company's 10% capacity under Listing Rule 7.1A.

Exception 9 of Listing Rule 7.2, however, allows the Company to issue securities without specific Shareholder approval and without reducing the 15% Capacity under Listing Rule 7.1 or the 10%

# Explanatory Memorandum

capacity under Listing Rule 7.1A, where Shareholders of the Company have approved the issue of securities under an employee share and option plan (like the PRP) as an exception to Listing Rule 7.1 and 7.1A, within three (3) years prior to the issue of the securities.

In accordance with Listing Rule 7.2 Exception 9(b):

- (a) a summary of the terms of the PRP are set out in Schedule 1;
- (b) no securities have been issued under the PRP prior to the date of this Notice; and
- (c) a voting exclusion statement is set out under Resolution 4 in the Notice of Meeting.

## **ASIC relief required for PRP**

Although some doubt exists as to whether it is required, the Company has taken the view that ASIC relief (from the Corporations Act disclosure provisions) is necessary to offer performance rights to the extent they are considered a derivative. Accordingly, the Company will seek ASIC relief in order to issue performance rights pursuant to the Plan. This Resolution 4 is conditional on obtaining such relief. The Company has not yet obtained such relief and there can be no guarantee that ASIC will grant such relief.

## **ASX Listing Rule 7.9 and SEMAFO Offer**

ASX Listing Rule 7.9 prohibits a company from issuing or agreeing to issue Equity Securities (which includes performance rights), without the approval of Shareholders, for 3 months after it is told in writing that a person is making, or proposes to make, a takeover for securities in it.

On 16 October 2014, the Company received notice in writing of the intention of SEMAFO to make the SEMAFO Offer for the Company.

Accordingly, if Resolution 4 is approved by Shareholders, and the Company subsequently issues performance rights under the PRP, the issue of those performance rights will not breach ASX Listing Rule 7.9 (as a result of the Shareholder approval obtained).

However, Shareholders should note that the SEMAFO Offer for the Company is subject to a number of Conditions.

Relevantly, Condition 1(c)(iv) of the SEMAFO Offer (as is applicable by virtue of Condition 1(d)) includes the condition that Orbis must not issue shares...or other securities. While a performance right may not technically constitute a security (and may instead be a derivative), there is a risk that SEMAFO would consider the issue of any performance rights (or the underlying Shares) under the PRP to be a breach of their Conditions. Accordingly, when considering Resolution 4, Shareholders should take into account the fact that if the PRP is approved and the Company subsequently issues performance rights under the PRP, it may result in a breach of the Conditions imposed by SEMAFO. As a result of such a breach, there is a risk that SEMAFO may determine not to proceed with the SEMAFO Offer.

Notwithstanding the above, the Directors do not intend to issue any performance rights (or the underlying Shares) while the SEMAFO Offer is outstanding.

## **Voting restrictions**

There are restrictions on voting on these resolutions by Directors and their associates and by Key Management Personnel and their Closely Related Parties. For additional details please refer to the Voting Exclusion Statement and Voting Restriction in Resolution 4 of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including Resolution 4, subject to compliance with the Corporations Act.

# Explanatory Memorandum

## 7. Resolution 5 - Approval of Rights Issue

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### 7.1 Background Generally

#### ***Greenstone Placement***

On 23 September 2014, the Company announced (**Greenstone Announcement**) that it had entered into a Subscription and Co-Operation Deed with Greenstone Resources L.P (**Greenstone**), pursuant to which the Company agreed to issue Shares to Greenstone, to the value of USD\$20 million (before costs) (**Greenstone Funds**) at an issue price of AUD\$0.42 each and also introduce Greenstone as a new strategic shareholder (**Greenstone Placement**).

The use of the Greenstone Funds was disclosed in the Greenstone Announcement. The Greenstone Funds were to primarily be used to advance the Natougou Gold Project towards a positive construction decision point. It was noted that the key tasks required to reach that point included:

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

In addition to this, the Greenstone Funds would allow the Company to

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

The remaining funds were to be directed towards working capital for general corporate purposes.

As announced by the Company on 28 October 2014, the Company and Greenstone have agreed to terminate the Subscription and Co-Operation Deed and accordingly, the Greenstone Placement will no longer proceed.

#### ***SEMAFO Bid***

On 16 October 2014, SEMAFO announced its intention to make the SEMAFO Offer.

The SEMAFO Offer is subject to the Conditions, which relevantly include:

- (a) Shareholders voting against the Greenstone Placement at the EGM;
- (b) in the event the EGM is adjourned or postponed, it is held no later than 31 October 2014;
- (c) Orbis not issuing any shares (other than shares on the exercise of existing options) (referred to as a "No Prescribed Occurrence" condition);
- (d) Orbis not borrowing or agreeing to borrow any money (except for temporary borrowings from its bankers in the ordinary course of its business); and
- (e) Orbis not entering into a transaction under which a third party would acquire any equitable, legal, beneficial or economic interest in any mining tenement held by Orbis or its subsidiaries,

# Explanatory Memorandum

The Conditions place significant restrictions on the Company's ability to undertake corporate activities, such as raising capital by way of equity or raising capital by debt (unless as noted above, Orbis agrees to borrow temporary borrowings from its bankers in the ordinary course of its business).

As announced to the ASX on 16 and 17 October 2014, the Directors unanimously **REJECT the SEMAFO Offer** and advised Shareholders to **TAKE NO ACTION** in respect of the SEMAFO Offer, as the Company and its advisers were in active discussions with several third parties regarding value enhancing alternatives to the SEMAFO Offer. The Directors believe the Offer is opportunistic and that SEMAFO is attempting to transfer the upside value in Orbis Gold to its own shareholders at the expense of the Orbis Gold shareholders.

As announced by the Company on 28 October 2014, the Company and Greenstone have agreed to terminate the Subscription and Co-Operation Deed and accordingly, the Greenstone Placement will no longer proceed.

## 7.2 Background to Rights Issue

Prior to the announcement of the Greenstone Placement the Company had been undertaking an active process to secure funding for its projects and development. Upon execution of the Subscription and Co-operation Deed with Greenstone, the Company believed that it had achieved a measure of certainty of finance (as outlined above in section 7.1 in relation to the use of the Greenstone Funds) and was no longer required to actively seek out and obtain financing for its projects and general corporate purposes. The announcement of the SEMAFO Offer and the Conditions attached to it (specifically the Condition which required the Greenstone Placement to not be approved by Shareholders) means that the Company no longer has certainty of finance to progress its projects. As a result of this, and the Greenstone Placement not proceeding, the Company requires funds, which it anticipated it would have received pursuant to successful completion of the Greenstone Placement, in order to meet its ordinary business obligations. Therefore, the Company proposes to undertake the Rights Issue (subject to receipt of Shareholder approval pursuant to this Resolution 5).

The Company notes that the intention of SEMAFO to make the SEMAFO Offer and the Company's proposal to undertake the Rights Issue, means that Shareholders are required to consider the following points:

- (a) the effect of the Rights Issue on the SEMAFO Offer;
- (b) whether the Rights Issue could be considered to be a frustrating action (and as a result, be declared to be "unacceptable circumstances" by the Takeovers Panel); and
- (c) the implications of ASX Listing Rule 7.9 in relation to the Rights Issue.

Each of these points is dealt with in turn.

## 7.3 Effect of Rights Issue on SEMAFO Offer

Condition 1(c)(iv) of the SEMAFO Offer (as is presently applicable by virtue of Condition 1(d)) provides that Orbis must not issue shares or other securities...or agree to make such an issue (of securities).

The Company does not believe that obtaining Shareholder approval to undertake the Rights Issue would, of itself, breach the Conditions of the SEMAFO Offer. However, should the Company issue and allot the Shares the subject of the Rights Issue, it is likely that SEMAFO would consider this to be a breach of their Conditions. Accordingly, Shareholders should take into account the fact that if the Rights Issue is approved and the Company subsequently issues Shares pursuant to the Rights Issue, there is a risk that SEMAFO may determine not to proceed with the SEMAFO Offer (as a result of a breach of the Conditions).

# Explanatory Memorandum

## 7.4 Takeovers Panel – Frustrating Action and “Unacceptable Circumstances”

The Company is seeking Shareholder approval for the Rights Issue. As a result of this, the Company does not believe that the Takeovers Panel (**Panel**) would consider such a capital raising to constitute frustrating action amounting to “unacceptable circumstances”. The Company’s reasoning is set out below. While this is the Company’s belief, there can be no guarantee that the Panel will come to the same conclusion. Shareholders should consider closely the following information.

The Panel is the Australian regulatory body for takeovers. A key power of the Panel is to declare transactions that occur following a takeover offer that result in an improper outcome to be “unacceptable”.

The Panel considers frustrating action as an action by a target company, whether taken or proposed, by reason of which:

- (a) a bid may be withdrawn or lapse; or
- (b) a “potential bid” is not proceeded with.

The Panel considers a “potential bid” to be a genuine bid communicated to target directors publicly or privately which is not yet a formal bid under Chapter 6 of the Corporations Act.

It is likely that the Panel would consider the SEMAFO Offer to be a “potential bid”, capable of being frustrated by Orbis.

An action that triggers a bid (or “potential bid”) condition is a frustrating action, but whether the action gives rise to unacceptable circumstances will depend on its effect on shareholders and the market generally. In considering whether frustrating action gives rise to unacceptable circumstances, the Panel is guided by, amongst other things, any clearly stated objectives of the bidder and whether the triggered condition is commercially critical to the bid. It will also take into consideration whether the frustrating action was undertaken by the target in the ordinary course of its business, whether there is a legal or commercial imperative for the frustrating action and how far advanced the negotiations on the frustrating action were when the bid was made or communicated.

Generally speaking the issue of new shares after receipt of a takeover proposal (if significant in the context of the target’s issued capital) will be viewed by the Panel as unacceptable. However, it will not normally give rise to a declaration of “unacceptable circumstances” by the Panel if there is a commercial imperative for that action (ie other than some voluntary action taken by the target directors after they become aware of a bid or a “potential bid”). The target may, for example, be seeking to avoid a materially adverse financial effect.

Although the Company is unable to advise Shareholders as to how the Panel will decide a matter, as a result of Condition 1(c)(iv) of the SEMAFO Offer, it is possible that any capital raising conducted by the Company without shareholder approval would be considered by the Panel to constitute frustrating action amounting to “unacceptable circumstances”.

To mitigate this risk, and as noted above, the Company is seeking Shareholder approval for the Rights Issue.

Shareholders should carefully consider the Rights Issue, as Shareholders may (if SEMAFO elects not to proceed with its Offer as a result of a breach of the Conditions) effectively be being asked to choose between the Rights Issue and the SEMAFO Offer. Further information in this respect is set out in section 7.11 below.

## 7.5 ASX Listing Rule 7.9

Listing Rule 7.9 prevents an entity which is subject to a takeover from issuing (or agreeing to issue) new securities within three months after it is told in writing that a person is making, or proposing to make, a takeover offer, otherwise than with approval of holders of ordinary securities or within one of the listed exceptions (which include a rights issue, an issue already announced to ASX and shares issued on conversion of options).

# Explanatory Memorandum

A pro-rata issue of securities (such as a rights issue) would ordinarily fall within Exception 2 to Listing Rule 7.9. However, in the published waiver decision Westside Corporation Limited [WLC120067-001], ASX noted that the exception to Listing Rule 7.9 does **not** extend to the issue of shortfall shares to an underwriter or sub-underwriter or to shareholders who apply for shortfall shares above their entitlements. There have been subsequent amendments to the Listing Rules which in the Company's view would now allow existing shareholders to apply for shortfall shares. As the Shortfall component of the Rights Issue allows the Company to allocate Shares to third party investors, Shareholder approval may therefore be required for the Rights Issue.

## 7.6 Reasons for the Rights Issue

The Company notes that it has proposed the Rights Issue as it believes it to be the most efficient procedure to raise funds needed by the Company to continue to progress its projects and operate its business (in the ordinary course). The Company further notes that:

- (a) the Rights Issue is being undertaken to raise critical cash for the Company (Shareholders will note that the Company has previously advised that \$20 million is required - see ASX Announcement dated 23 September 2014), not for the reasons of frustrating the SEMAFO Offer;
- (b) the Conditions of the SEMAFO Offer, while somewhat typical for an off-market takeover bid, are constraining and prevent the Company from continuing to operate in the ordinary course of business and to otherwise progress the development of its projects; and
- (c) although not an imminent threat, considering that the process for an off-market takeover bid can continue for 13 months, if the Company was unable to raise capital in the immediate future, the Company may itself otherwise become insolvent for fear of breaching the Conditions (which, upon such an occurrence, would itself result in a breach of the Conditions).

## 7.7 Terms of the Rights Issue

### (a) General

The Company seeks Shareholder approval to undertake an accelerated pro-rata non-renounceable rights issue to Eligible Shareholders in accordance with the Corporations Act, of 2 new Shares for every 15 Shares held by Eligible Shareholders on the Record Date, at an issue price of \$0.60 per Share (**Issue Price**), to raise up to approximately \$20 million (before the costs of the Rights Issue) (**Rights Issue**).

Eligible Shareholders are entitled to subscribe for the number of Shares as will be set out in each Eligible Shareholders personalised entitlement and acceptance form (**Entitlement**).

In the event that there is a shortfall in subscriptions (**Shortfall**), and subject to the receipt of any ASX waiver (to the extent that one is necessary), the Directors reserve the right to issue the Shortfall at their discretion to ensure that the Company is appropriately funded. They will do so in a manner which will ensure that no Shareholder or other investor will as a consequence of taking up their Entitlement (if applicable) and being issued any Shortfall hold a relevant interest of more than 19.99% of all of the Shares in the Company after the Rights Issue.

Any Shortfall will be issued within three months after the Rights Issue at an issue price being not less than the Issue Price.

### (b) Indicative Timetable

Shareholders should note that the timetable set out below is indicative only.

The Company will only issue Shares under the Rights Issue if Shareholder approval is obtained pursuant to this Resolution 5.



# Explanatory Memorandum

The indicative timetable for the Rights Issue is as follows:

<b>Institutional entitlement offer opens</b>	1 December 2014
<b>Institutional entitlement offer closes</b>	3 December 2014
<b>Shares recommence trading</b>	3 December 2014
<b>Record Date to determine Entitlements</b>	4 December 2014
<b>Retail entitlement offer opens</b>	9 December 2014
<b>Institutional settlement date</b>	10 December 2014
<b>Institutional trading date</b>	11 December 2014
<b>Retail entitlement offer closes</b>	18 December 2014
<b>Retail entitlement offer settlement date</b>	29 December 2014
<b>Retail allotment date</b>	30 December 2014
<b>Retail trading date</b>	31 December 2014

## 7.8 Consequences of Shareholders approving the Rights Issue – access to required funding for the Company

In the event that Shareholders approve the Rights Issue at the AGM, the Company will be entitled to issue Shares under the Rights Issue and will accordingly gain access to additional cash funding and working capital.

If the Rights Issue is approved and assuming it is fully subscribed, the Company will be able to advance the Natougou Gold Project towards a positive construction decision point. The key tasks required to reach that point include:

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

In addition to this, with the funds raised, the Company will be able to:

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

The remaining funds are to be directed towards working capital for general corporate purposes.

Shareholders should be aware that depending on the amount raised under the Rights Issue, Orbis may require further capital in the immediate future.

There are additional consequences of Shareholders approving the Rights Issue that Shareholders should be aware of, in addition to the Company receiving funds and being able to issue Shares (including, but not limited to, the implications this will have on the SEMAFO Offer which are set out below).

# Explanatory Memorandum

## 7.9 Effect of the Rights Issue on the Company

### (a) Effect on the financial position of the Company

Where the Rights Issue is approved by Shareholders, the financial impact on the Company upon the issue of the Shares (if fully subscribed), will be to receive additional capital of approximately \$20 million before costs associated with the Rights Issue.

### (b) Costs associated with the Rights Issue

The total estimated expenses and costs of the Rights Issue payable by the Company, including legal fees, administrative fees, registry fees and printing costs, will be approximately \$50,000 (excluding GST and excluding any broker fees to the extent that they may be payable).

### (c) Effect on the Capital Structure of the Company

The following table sets out the effect of the Rights Issue on the capital structure of the Company:

	Number of Shares issued to Eligible Shareholders	Number of Shares placed under the Shortfall*	Total number of Shares on issue post Rights Issue (assuming 249,886,068 Shares presently on issue)	Maximum % dilution to existing Shareholders*
If Rights Issue is fully subscribed by Eligible Shareholders	33,318,141	0	283,204,197	N/A
If Rights Issue is 75% subscribed by Eligible Shareholders	24,988,606	8,329,535	283,204,197	2.941%
If Rights Issue is 50% subscribed by Eligible Shareholders	16,659,070	16,659,070	283,204,197	5.882%
If Rights Issue is 25% subscribed by Eligible Shareholders	8,329,535	24,988,606	283,204,197	8.823%

\* - This assumes that all Shares placed under the Shortfall are placed to persons who are not existing Shareholders.

### (d) SEMAFO's entitlement to withdraw SEMAFO Offer

In the event that Shareholders approve the Rights Issue, the issue of Shares by the Company will trigger a Condition under the SEMAFO Offer, giving SEMAFO the right to not proceed with the SEMAFO Offer. If SEMAFO does not proceed with its takeover bid, Shareholders will not have the ability to accept the SEMAFO Offer. Further, it is possible that the current share price for your Shares on the ASX may drop if the SEMAFO Offer does not proceed.

SEMAFO may waive a Condition that has been breached. If SEMAFO elects to proceed with the SEMAFO Offer (irrespective of any breach of the Conditions as a result of Shares issued pursuant to the Rights Issue), Shareholders will not have the ability to accept the SEMAFO Offer in respect of any Shares they have acquired under the Rights Issue unless a waiver is

# Explanatory Memorandum

granted to SEMAFO by ASIC to allow it to extend the bid to the Rights Issue shares (as the SEMAFO Offer does not, and may never without a waiver from ASIC, extend to those Shares). Shareholders should have regard to the fact that if the Rights Issue is not approved, the Company's financial position may also trigger a different Condition under the SEMAFO Offer (should the Company at a point in the future no longer be able to pay its debts as they fall due and payable), which may in any event, give SEMAFO the right to not proceed with its takeover offer.

At this time, the Company has not received any indication from SEMAFO as to how it would exercise its discretion in these circumstances. It may be possible that SEMAFO may elect to proceed with its bid despite Shareholders approving the Rights Issue and the Company issuing Shares pursuant to it. There can be no guarantee that this will be the case.

You should carefully consider the implications of approving the Rights Issue and the resulting ability of SEMAFO to not proceed with its takeover bid – both in terms of the price offered under the SEMAFO Offer, the value you perceive for your Shares and the market generally for Shares given trading volumes on the ASX.

## 7.10 Consequences of Shareholders not approving the Rights Issue

In the event that Shareholders do not approve the Rights Issue, the Company will not be able to gain access to the equity capital of its Shareholders in a timely and cost-effective manner and will not be able to raise any money under the Rights Issue. The Board considers that this will be detrimental to the Company, given its need to raise capital in the near future.

A lack of funding will also preclude your Board from progressing the Company's projects in a timely manner and potentially also from considering alternate proposals from other bidders (although there can be no guarantee that a bidder, other than SEMAFO, will emerge).

The Company has considered a number of alternate financing arrangements and has concluded that the Rights Issue is the fairest and most reasonable option for Shareholders to consider. There can be no guarantee that the Company will be able to obtain finance on terms appropriate to the Company.

## 7.11 Board Recommendation

The Board notes that Shareholders are effectively required to make a choice between two transactions, the Rights Issue and the SEMAFO Offer (as the Greenstone Placement will no longer proceed).

The reason that Shareholders are required to choose between the two transactions is that if the Company issues Shares pursuant to the Rights Issue, the Conditions of the SEMAFO Offer will be breached and accordingly, SEMAFO may elect not to proceed with the SEMAFO Offer.

The Board emphasises the Company's requirement for immediate funds to continue its work program in the normal course of business. The Directors are of the view that a pro-rata non-renounceable rights issue (such as the Rights Issue with the Shortfall), is an appropriate method of raising funds, on the basis that it will be made on a pro-rata basis and accordingly, to the maximum extent possible, be non-dilutionary to existing Shareholders.

Despite the implication that the SEMAFO Offer may potentially not proceed, taking into account all of the above, the Directors unanimously recommend that all Shareholders vote in favour of Resolution 5 to approve the Rights Issue.

The Chairman intends to vote all available proxies in favour of Resolution 5.

# Explanatory Memorandum

## 8. Resolution 6 – Ratification of previous issue of February 2014 Placement Shares

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### 8.1 Background

As announced on 24 February 2014, the Company has undertaken a capital raising to raise a total of \$10,015,500 (**February 2014 Capital Raising**). The Company has issued 30,350,000 Shares to clients of Bell Potter Securities Limited and Clarus Securities Inc. (**February 2014 Recipients**) at an issue price of \$0.33 per Share (**February 2014 Placement Shares**). The funds raised from the February 2014 Capital Raising were used primarily to advance the Company's highly prospective portfolio of gold projects in Burkina Faso, West Africa.

The February 2014 Recipients are unrelated sophisticated or professional investors or otherwise exempt from the disclosure provisions of the Corporations Act.

### 8.2 Listing Rule 7.4

In accordance with Listing Rule 7.4, Shareholder approval is sought to ratify the issue of the February 2014 Placement Shares (Resolution 6) being issues of securities made by the Company during the previous 12 months for which Shareholder approval has not already been obtained.

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new Equity Securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its Shareholders. Equity Securities issued with shareholder approval under Listing Rule 7.1 do not count towards the 15% limit.

Listing Rule 7.4 provides that an issue of Equity Securities made without prior approval under Listing Rule 7.1 can be treated as having been made with that approval if the issue did not breach the 15% limit and Shareholders subsequently approve it. The issue of the February 2014 Placement Shares did not breach the 15% limit.

If Resolution 6 is approved, this will have the effect of refreshing the Company's ability to raise further capital in accordance with Listing Rule 7.1 in the next 12 months (if required), without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act).

If Resolution 6 is not passed, the February 2014 Placement Shares will be counted towards the 15% limit pursuant to Listing Rule 7.1 for a period of 12 months from the date of issue.

For the purposes of Listing Rule 7.5, the Company advises as follows:

- (a) 30,350,000 fully paid ordinary shares were issued under the February 2014 Capital Raising;
- (b) the February 2014 Placement Shares were issued at a price of \$0.33 per Share to raise \$10,015,500;
- (c) the February 2014 Placement Shares rank pari passu with the existing Shares on issue;
- (d) the February 2014 Placement Shares were issued to the clients of Bell Potter Securities Limited and Clarus Securities Inc. who are unrelated sophisticated or professional investors or otherwise exempt from the disclosure provisions of the Corporations Act;
- (e) the funds raised from the issue of the February 2014 Placement Shares were used primarily to advance the Company's highly prospective portfolio of gold projects in Burkina Faso, West Africa; and
- (f) a voting exclusion statement is included for Resolution 6 in the accompanying Notice of Meeting.

### 8.3 Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

# Explanatory Memorandum

## 9. Resolution 7 - Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

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### 9.1 Introduction

Pursuant to Resolution 7, the Company is seeking Shareholder approval to issue an additional 10% of its issued capital over a 12 month period pursuant to Listing Rule 7.1A. If passed, this Resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with Listing Rule 7.1A.2 (**10% Securities**) each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class (calculated over the last 15 days on which trades in the Equity Securities are recorded immediately before the date on which the price at which the 10% Securities are to be issued is agreed, or if the 10% Securities are not issued within five trading days of that date, the date on which the 10% Securities are issued) (**Issue Price**).

Under Listing Rule 7.1A, small and mid cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by special resolution at the annual general meeting, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the annual general meeting (**Additional 10% Issue**). The Additional 10% Issue under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without shareholder approval over a 12 month period pursuant to Listing Rule 7.1. The Company may issue the 10% Securities to raise funds for the Company and as non-cash consideration (further details of which are set out below).

Funds raised from the issue of 10% Securities, if undertaken, would be applied towards the continued exploration, further technical studies and development costs in relation to the Company's assets and for general working capital purposes.

The Company has previously obtained Listing Rule 7.1A approval at both the 2012 and 2013 annual general meetings of the Company.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

### 9.2 ASX Listing Rule 7.9 and SEMAFO Offer

Shareholders should note that the approval of Resolution 7 does **not** constitute Shareholder approval for the purposes of ASX Listing Rule 7.9. Accordingly, if the Company intends to issue any Equity Securities pursuant to ASX Listing Rule 7.1A within 3 months of 16 October 2014 (being the date on which the Company received notice in writing of the intention of SEMAFO to make the SEMAFO Offer for the Company), further Shareholder approval would be required prior to the issue in order for the Company not be in breach of ASX Listing Rule 7.9.

### 9.3 Listing Rule 7.1A

#### (a) General

##### (1) Eligibility

An entity is eligible to undertake an Additional 10% Issue if at the time of its annual general meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

For illustrative purposes only, on 20 October 2014, the Company's market capitalisation was \$167.4 million based on the closing trading price on that date. The calculation of market capitalisation will be based on the closing price of the shares, on the last trading day on which trades in the shares were recorded before the date of the Annual General Meeting, multiplied by the number of Shares on issue (excluding restricted securities and securities quoted on a deferred settlement basis).

# Explanatory Memorandum

The Company is also not included in the S&P/ASX300 Index as at the time of this Annual General Meeting, however, it should be noted that the S&P/ASX300 Index is rebalanced twice a year in March and September.

The Company is therefore currently an Eligible Entity and able to undertake an Additional 10% Issue under Listing Rule 7.1A.

In the event that the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholder approval pursuant to this Resolution 7, the approval obtained will not lapse and the Company will still be entitled to issue the 10% Securities.

## (2) **Shareholder approval by Special Resolution**

Listing Rule 7.1A requires this Resolution 7 to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution. Pursuant to Listing Rule 7.1A, none of the 10% Securities will be issued until and unless this Special Resolution is passed at the Meeting.

## (3) **Formula for calculating Additional 10% Issue**

Listing Rule 7.1A.2 provides that Eligible Entities that have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

**A** is the number of ordinary securities on issue 12 months before the date of issue or agreement:

- (1) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
- (2) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- (3) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rules 7.1 or 7.4 (but note that this does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without shareholder approval); and
- (4) less the number of fully paid ordinary securities cancelled in the 12 months.

*Note that "A" has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

## (b) **Listing Rules 7.1 and 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% capacity under Listing Rule 7.1.

At 20 October 2014, the Company had on issue 249,886,056 Shares.

# Explanatory Memorandum

Provided that the number of Shares on issue remains the same as at 20 October 2014, the Company would have the capacity to issue the following Equity Securities on the date of the Meeting:

- (A) 37,482,908 Equity Securities under Listing Rule 7.1; and
- (B) subject to Shareholder approval being obtained under Resolution 7, 24,988,605 10% Securities under Listing Rule 7.1A.

The actual number of 10% Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the 10% Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as described above).

## (c) **Information to be given to ASX – Listing Rule 7.1A.4**

If Resolution 7 is passed and the Company issues any 10% Securities under Listing Rule 7.1A, the Company will give to ASX:

- (1) a list of allottees of the 10% Securities and the number of 10% Securities allotted to each (this list will not be released to the market); and
- (2) the following information required by rule 3.10.5A, will be released to the market on the date of issue:
  - (A) details of the dilution to the existing holders of Shares caused by the issue;
  - (B) where the Shares are issued for cash consideration, a statement of the reasons why the Company issued the Shares as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing Shareholders would have been eligible to participate;
  - (C) details of any underwriting arrangements, including any fees payable to the underwriter; and
  - (D) any other fees or costs incurred in connection with the issue.

## 9.4 **Specific information required by Listing Rule 7.3A**

### (a) **Minimum price of securities issued under Listing Rule 7.1A - Listing Rule 7.3A.1**

Pursuant to and in accordance with Listing Rule 7.1A.3, the 10% Securities issued pursuant to approval under Listing Rule 7.1A must have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 trading days immediately before:

- (1) the date on which the price at which the 10% Securities are to be issued is agreed; or
- (2) if the 10% Securities are not issued within five trading days of the date in paragraph (1) above, the date on which the 10% Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the 10% Securities.

### (b) **Risk of economic and voting dilution - Listing Rule 7.3A.2**

As provided by Listing Rule 7.3A.2, if Resolution 7 is passed and the Company issues the 10% Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 249,886,056 Shares as at 20 October 2014. Should the number of Shares on issue remain the same, the Company could issue 24,988,605 10% Securities on the date of the meeting (however, it is important to note that the exact number of 10% Securities which may be issued will be calculated in accordance with the formula

# Explanatory Memorandum

contained in Listing Rule 7.1A.2, details of which are set out above). Any issue of 10% Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

- (1) the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any 10% Securities than it is on the date of the Meeting; and
- (2) the 10% Securities may be issued at a price that is at a discount to the Market Price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue or the value of the 10% Securities.

As required by Listing Rule 7.3A.2, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued share capital has doubled and the Market Price of the shares has halved. Table 1 also shows additional scenarios in which the issued share capital has increased (by both 50% and 100%) and the Market Price of the shares has:

- (1) decreased by 50%; and
- (2) increased by 100%.

**Table 1**

Issued Share Capital	50% decrease in Market Price \$0.335		Current Market Price \$0.67		100% increase in Market Price \$1.34	
	10% Voting Dilution	Capital Raised	10% Voting Dilution	Capital Raised	10% Voting Dilution	Capital Raised
<b>Present Issued Share Capital = 249,886,056 Shares</b>	24,988,605	\$8,371,183	24,988,605	\$16,742,366	24,988,605	\$33,484,732
<b>50% Increase in Share Capital = 374,829,084 Shares</b>	37,482,908	\$12,556,774	37,482,908	\$25,113,549	37,482,908	\$50,227,097
<b>100% Increase in Share Capital = 499,772,112 Shares</b>	49,977,211	\$16,742,366	49,977,211	\$33,484,732	49,977,211	\$66,969,463

## Assumptions and explanations

- The Current Market Price is \$0.67, based on the closing price of the Shares on ASX on 20 October 2014.
- The above table only shows the dilutionary effect based on the issue of the 10% Securities (assuming only Shares are issued), and not any Shares issued under the 15% capacity under Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue.
- The Company issues the maximum number of 10% Securities.



# Explanatory Memorandum

- The issued Share capital has been calculated as at 20 October 2014.
- The issue price of the 10% Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).

(c) **Final date for issue - Listing Rule 7.3A.3**

As required by Listing Rule 7.3A.3, the Company will only issue and allot the 10% Securities during the 12 months after the date of this Meeting which the Company anticipates will end on 28 November 2015. The approval under Resolution 7 for the issue of the 10% Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the Annual General Meeting.

(d) **Purpose - Listing Rule 7.3A.4**

As noted above, the purpose for which the 10% Securities may be issued include to raise funds for the Company and as non-cash consideration (further details of which are set out below). Funds raised from the issue of 10% Securities, if undertaken, would be applied towards the continued exploration, further technical studies and development costs in relation to the Company's assets and for general working capital purposes.

(e) **Shares issued for non-cash consideration - Listing Rule 7.3A.4**

The Company may issue 10% Securities for non-cash consideration, such as the acquisition of new assets or investments. If the Company issues 10% Securities for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the 10% Securities complies with Listing Rule 7.1A.3.

(f) **Company's allocation policy - Listing Rule 7.3A.5**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the 10% Securities. The identity of the allottees of 10% Securities will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

- (1) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing shareholders can participate;
- (2) the effect of the issue of the 10% Securities on the control of the Company;
- (3) the financial situation and solvency of the Company; and
- (4) advice from corporate, financial and broking advisers (if applicable).

The allottees of the 10% Securities have not been determined as at the date of this Notice but may include existing substantial Shareholders and new Shareholders who are not related parties or associates of a related party of the Company.

Furthermore, if the Company is successful in acquiring new assets or investments for which 10% Securities are issued as consideration, it is likely that the allottees of some of the 10% Securities will be the vendors of the new assets or investments.

(g) **Company has previously obtained Shareholder approval under Listing Rule 7.1A**

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2013 AGM.

# Explanatory Memorandum

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, the following information is provided to Shareholders, in accordance with Listing Rule 7.3A.6, regarding the equity securities issued in the previous 12 months preceding the date of the AGM (that is, since 28 November 2013):

**Listing Rule 7.3A.6(a):** Total equity securities issued in previous 12 months (until 20 October 2014 being the date of preparation of this Notice of Meeting and excludes any securities that may have been issued between this date and the date of this Meeting)

Number of equity securities on issue on at commencement of 12 month period	219,536,056 Shares 7,300,000 unlisted options (exercisable between \$0.46 and \$0.89, expiring between 23 November 2013 and 24 October 2016)
Equity securities issued in prior 12 month period	30,350,000 Shares; and
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	13.82% increase in Shares

**Listing Rule 7.3A.6(b):** Details of equity securities issued in previous 12 months (until 20 October 2014 being the date of preparation of this Notice of Meeting and excludes any securities that may have been issued between this date and the date of this Meeting)

<b>Date of issue:</b>	<b>26 February 2014</b>
Number issued:	20,722,406
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank pari passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Australian and North-American-based institutions and sophisticated investors
Price at which equity securities were issued:	\$0.33 each
Discount to market price (if any):	7.0% discount to market price on date of issue (\$0.3550)
For cash issues	
Total cash consideration received:	\$6,838,394
Amount of cash consideration spent:	Cash when raised is held in a common bank account and is not tracked separately.
Use of cash consideration:	1. Confirm/refine soil anomalies and complete additional DD/RC drilling programs at Bounkou and Dynikongolo; 2. Continued regional exploration programs and identify further exploration targets; and 3. Working capital requirements.
Intended use for remaining amount of cash (if any):	Cash on hand at the date of this notice will be used to progress the exploration assets in Burkina Faso and working capital requirements.

<b>Date of issue:</b>	<b>27 February 2014</b>
Number issued:	9,100,000
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank pari passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which	Australian and North-American-based

# Explanatory Memorandum

those persons was determined:	institutions and sophisticated investors
Price at which equity securities were issued:	\$0.33
Discount to market price (if any):	6% discount to market price on date of issue (\$0.35)
<b>For cash issues</b>	
Total cash consideration received:	\$3,003,000
Amount of cash consideration spent:	Cash when raised is held in a common bank account and is not tracked separately.
Use of cash consideration:	1. Confirm/refine soil anomalies and complete additional DD/RC drilling programs at Boungou and Dynikongolo; 2. Continued regional exploration programs and identify further exploration targets; and 3. Working capital requirements.
Intended use for remaining amount of cash (if any):	Cash on hand at the date of this notice will be used to progress the exploration assets in Burkina Faso and working capital requirements.

<b>Date of issue:</b>	<b>28 February 2014</b>
Number issued:	527,594
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank pari passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Australian and North-American-based institutions and sophisticated investors
Price at which equity securities were issued:	\$0.33
Discount to market price (if any):	6% discount to market price on date of issue (\$0.35)
<b>For cash issues</b>	
Total cash consideration received:	\$174,106
Amount of cash consideration spent:	Cash when raised is held in a common bank account and is not tracked separately.
Use of cash consideration:	1. Confirm/refine soil anomalies and complete additional DD/RC drilling programs at Boungou and Dynikongolo; 2. Continued regional exploration programs and identify further exploration targets; and 3. Working capital requirements.
Intended use for remaining amount of cash (if any):	Cash on hand at the date of this notice will be used to progress the exploration assets in Burkina Faso and working capital requirements.

## (h) Voting Exclusion Statement

A voting exclusion statement is included for Resolution 7 in the Notice of Meeting accompanying the Explanatory Memorandum. At the date of the Notice of Meeting, the proposed allottees of any 10% Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the 10% Securities), Shareholders must consider

# Explanatory Memorandum

the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

## 10. Interpretation

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**10% Securities** means the Equity Securities that may be issued if Resolution 7 is passed, representing up to 10% of the issued capital of the Company (at the time of issue) and calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3, and otherwise on the terms and conditions described in the Explanatory Memorandum.

**Annual General Meeting or Meeting** means the annual general meeting of the Company to be held on 28 November 2014.

**ASX** means ASX Limited ACN 008 624 691 or Australian Securities Exchange (as applicable).

**ASIC** means the Australian Securities and Investments Commission.

**Board** means the board of Directors of the Company.

**Chair, Chairman or Chairperson** means the chairman of the Meeting.

**Closely Related Party** (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependent of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph.

**Company** means Orbis Gold Limited ACN 120 212 017.

**Conditions** means the conditions of the SEMAFO Offer, as are set out in Schedule A of the ASX announcement titled "SEMAFO Inc - Off-market Takeover bid for Orbis Gold Ltd" released on 16 October 2014).

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the directors of the Company.

**EGM** means the extraordinary general meeting of the Company, originally scheduled to be held on 24 October 2014, subsequently deferred to 31 October 2014 and cancelled on 28 October 2014.

**Eligible Entity** has the meaning given to that term in the Listing Rules.

**Eligible Shareholders** means a Shareholder on the Record Date who has a registered address in Australia or New Zealand, or is a Shareholder that the Company has otherwise determined is eligible to participate.

**Equity Securities** has the meaning given to that term in the Listing Rules.

# Explanatory Memorandum

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice of Meeting.

**Key Management Personnel** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

**Listing Rules** means the Listing Rules of ASX.

**Market Price** has the meaning given to that term in the Listing Rules.

**Notice of Meeting** or **Notice** means the notice of Annual General Meeting.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes cast by members entitled to vote on the Resolution.

**Resolutions** means the resolutions proposed to be put to Shareholders at the Annual General Meeting, and **Resolution** shall have a corresponding meaning.

**Rights Issue** has the meaning given to that term in section 7.7(a).

**SEMAFO** means SEMAFO Inc., a company incorporated under the laws of Quebec, Canada.

**SEMAFO Offer** means the offer by SEMAFO to acquire 100% of the Company's Shares by way of an off-market takeover bid at A\$0.65 cash bid per Share (SEMAFO's intention to make such a takeover bid, and the details of which, are set out in the ASX announcement titled "SEMAFO Inc - Off-market Takeover bid for Orbis Gold Ltd" released on 16 October 2014).

**Shareholder** means a holder of Shares.

**Shares** means ordinary fully paid shares in the issued capital of the Company.

**Shortfall** has the meaning given to that term in section 7.7(a).

**Special Resolution** means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) passed by at least 75% of the votes cast by members entitled to vote on the Resolution.

**Trading Day** has the meaning given to that term in the Listing Rules.

## 11. Voting entitlement

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For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (Sydney time) on 26 November 2014. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

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Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Mr Peter Harding-Smith (Company Secretary):

**Orbis Gold Limited**

Level 32  
10 Eagle Street  
Brisbane QLD 4000  
Tel: +61 7 3198 3040  
Email: phs@orbisgold.com

# Explanatory Memorandum

## Schedule 1 Summary of Orbis Gold Limited's Performance Rights Plan

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The Company has established a Performance Rights Plan (**Plan**), being a retention and long term incentive scheme aimed at creating a stronger link between an eligible recipient's performance and reward whilst increasing Shareholder value in the Company.

1. The Company has not yet obtained from ASIC the necessary relief to issue Performance Rights under the Plan without the need to hold a Financial Services licence or to issue a disclosure document. Accordingly, the Plan remains subject to receipt of any necessary relief required to issue Performance Rights under the Plan.
2. Persons eligible to participate in the Plan include:
  - (a) employees; and
  - (b) consultants of the Company or related body corporate of the Company who has worked with the Company for more than 12 months and who receives 80% of their income from the Company (or their respective nominees),  
  
who the Board determines in its absolute discretion is to participate in the Performance Rights Plan (**Eligible Person**).
3. The Board of the Company may from time to time in its absolute discretion issue or cause to be issued invitations on behalf of the Company to Eligible Persons to participate in the Performance Rights Plan. The invitation will include information such as performance hurdles and performance periods. On vesting, one Performance Right is exercisable into one Share.
4. A participant in the Performance Rights Plan (**Participant**) will not pay any consideration for the grant of the Performance Rights. An Eligible Person has no right to be granted any Performance Rights unless and until such Performance Rights are granted. The Performance Rights will not be listed for quotation on the ASX.
5. Except on the death of a participant, the Performance Rights may not be transferred, assigned or novated except with the approval of the Board.
6. A Performance Right does not confer on the Eligible Person the right to participate in a new issue of Shares by the Company, including by way of bonus issue, rights issue or otherwise.
7. As soon as reasonably practicable after the date at which performance hurdles are to be measured to determine whether the Performance Right becomes vested (**Test Date**), the Board shall determine in respect of each Participant as at that Test Date:
  - (a) whether, and to what extent, the performance hurdles applicable up to the Test Date have been satisfied;
  - (b) the number of Performance Rights (if any) that will vest as at the Test Date;
  - (c) the number of Performance Rights (if any) that will lapse as a result of the non-satisfaction of performance hurdles as at the Test Date; and
  - (d) the number of Performance Rights (if any) in respect of the performance period that continue unvested,and shall provide written notification to each Participant as to that determination.
8. If a Participant's employment or engagement with the Company ceases because of an uncontrollable event such as death or serious injury, all of the Participant's Performance Rights in respect of which the performance hurdles have been met as at the date of the uncontrollable event, will become vested. In addition, the Board may in its absolute discretion determine the extent to which any other unvested Performance Rights that have not lapsed will become vested Performance Rights. Such vested Performance Rights may be exercised at any time prior to the first to occur of, the last

# Explanatory Memorandum

exercise date of the Performance Rights, and the date 3 months after cessation of employment (or such other period as the Board determines).


9. If a Participant's employment or engagement with the Company ceases because of a controllable event, the Board may in its absolute discretion determine the extent to which the unvested Performance Rights that have not lapsed will become vested Performance Rights. If the Board fails to make a determination, all unvested Performance Rights held shall lapse immediately. Vested Performance Rights may be exercised at any time prior to the first to occur of, the last exercise date of the Performance Rights, and the date 3 months after cessation of employment (or such other period as the Board determines).
10. Where the Board is of the opinion that a Participant has acted fraudulently, dishonestly or is in material breach of his or her obligations to the Company then the Board may determine that the Participant's Performance Rights will lapse.
11. Where a change of control event occurs (such as an unconditional takeover bid, a Court approved scheme of arrangement or a person acquiring more than 50% in the Company):
  - (a) all of the Participant's unvested Performance Rights, that have not lapsed, will become vested Performance Rights; and
  - (b) the Board shall promptly notify each Participant in writing that he or she may, within the period specified in the notice, exercise vested Performance Rights.
12. If there are certain variations of the share capital of the Company including a capitalisation or rights issue, sub-division, consolidation or reduction in share capital, a demerger (in whatever form) or other distribution in specie, the Board may make such adjustments as it considers appropriate under the Performance Rights Plan, in accordance with the provisions of the Listing Rules.
13. Participants who are holding a Performance Right issued pursuant to the Performance Rights Plan have no rights to dividends and no rights to vote at meetings of the Company until that Performance Right is exercised and the Participant is the holder of a valid Share in the Company.
14. Shares acquired upon exercise of the Performance Rights will upon allotment rank pari passu in all respects with other Shares. The Company will apply for quotation of the Shares on the ASX within 10 Business Days after the date of allotment of those Shares.



ABN 59 120 212 017

## LODGE YOUR VOTE

 **By mail:**  
Orbis Gold Limited  
'AMP Place'  
Level 32  
10 Eagle Street  
Brisbane QLD 4000

 **By fax:** +61 7 3236 5036

 **All enquiries to: Telephone:** +61 7 3198 3040



**X99999999999**

## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### Appointment of a Proxy

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. The proxy may, but need not, be a Shareholder of the Company. If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

### Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### Signing Instructions

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, all shareholders must sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.


### Corporate Representatives


Shareholders who are a body corporate are able to appoint representatives to attend and vote at the Meeting under section 250D of the Corporations Act. If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).


## Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am on Wednesday, 26 November 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

 **by mail:**  
Orbis Gold Limited  
'AMP Place'  
Level 32, 10 Eagle Street  
Brisbane QLD 4000

 **by fax:**  
+61 7 3236 5036

 **by hand:**  
delivering it to Orbis Gold Limited, 'AMP Place', Level 32, 10 Eagle Street, Brisbane QLD 4000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.  
This will assist in registering your attendance.**

**OBS PRX402R**





NAME SURNAME  
ADDRESS LINE 1  
ADDRESS LINE 2  
ADDRESS LINE 3  
ADDRESS LINE 4



X99999999999

## PROXY FORM

I/We being a Shareholder(s) of Orbis Gold Limited and entitled to attend and vote hereby appoint:

### STEP 1

### APPOINT A PROXY

☐

the Chairman  
of the Meeting  
(mark box)

OR

(write here the name of the individual or body corporate you are  
appointing if this person is someone other than the Chairman of the  
Meeting)

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:00am on Friday, 28 November 2014 at Level 7, Waterfront Place, 1 Eagle St, Brisbane, QLD, 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related Resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (Remuneration Report) and Resolution 4 (Approval to issue securities under the of Performance Rights Plan) (except where I/we have indicated a different voting intention below) even though Resolution 1 (Remuneration Report) and Resolution 4 (Approval to issue securities under the of Performance Rights Plan) are connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chairman.

**Important note:** if the Chairman of the Meeting is (or becomes) your proxy, you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 (Remuneration Report) and Resolution 4 (Approval to issue securities under the Performance Rights Plan) by marking the appropriate box in the voting directions below.

The Chair intends on voting all undirected proxies in favour of the Resolutions.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an **X**

### STEP 2

### VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
<b>Resolution 1</b> Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 5</b> Approval of Rights Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> Re-election of Mr John Bovard as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 6</b> Ratification of previous issue of February 2014 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b> Re-election of Mr Kevin Tomlinson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 7</b> Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b> Approval to issue securities under the Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

**i** If you do **not** direct your proxy on how to vote as your proxy in respect of the Resolution/s, the proxy may cast your vote as the proxy thinks fit or may abstain from voting. By signing this appointment you acknowledge that, subject to the Corporations Act, the proxy may exercise your proxy even if he/she has an interest in the outcome of the Resolution/s and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest (subject to the notes above in relation to voting on Resolution 1 and Resolution 4 by the Chairman of the Meeting).

The Chairman of the Meeting intends to vote all undirected proxies in **favour** of all Resolutions the subject of this Meeting, subject to compliance with the Corporations Act and the Listing Rules. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### STEP 3

### SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, all shareholders must sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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