



ASX Announcement
3 June 2020

PLACEMENT AND SHARE PURCHASE PLAN 2020

The Directors of Ora Gold Limited ABN 74 950 465 654 (ASX:OAU) (**Company**) are very pleased to announce that the Company has completed a placement to unrelated sophisticated and professional investors raising \$1,000,000 (before costs) through the issue of 71,428,571 fully paid ordinary shares (**Shares**) at an issue price of \$0.014 per share (**Placement**).

The Company is also pleased to announce that it will offer eligible existing shareholders the opportunity to participate in a Share Purchase Plan (**SPP**) to raise a further \$1,000,000 on similar terms as the Placement.

Use of funds

Funds raised from the Placement and SPP will be used for the pre-development costs of the Crown Prince, Lydia and Abbots gold projects, the ongoing delineation drilling of the Government Well base metal prospects, costs of the issue and general working capital.

The funds raised will **not** be used for the repayment in part or in full of the secured Loan Facility provided to the Company by Ioma Pty Ltd as trustee for the Gemini Trust (an entity associated with director Mr P G Crabb). The secured Loan Facility retains a maturity date of 17 May 2023.

The Board decided to seek to raise \$2 million (before costs) based on the budgeted funding required by the Company for the pre-development costs of the Crown Prince, Lydia and Abbots gold projects while the Company completes the native title negotiations to satisfy all the conditions required prior to the granting of the Crown Prince mining lease.

The allocation of the amounts of the capital raising between the Placement and the SPP were determined on the basis that the amount allocated to the Placement would need to be an amount that could be completed without any execution risk and deliver a guaranteed outcome after communicating and negotiating with several brokers and taking into consideration overall demand and price sensitivity of the demand. The amount sought to be raised under the SPP was established to give shareholders an opportunity to participate in the capital raising, after considering take up by shareholders in previous share purchase plans and the fact that the full amount sought to be raised under the SPP is not guaranteed. If demand by Eligible Shareholders exceeds \$1,000,000, the Board has retained a discretion to accept oversubscriptions as discussed further below.

Placement

Shares under the Placement will be issued at a price of \$0.014 per Share raising approximately \$1,000,000 (before costs). The Placement was made to a number of unrelated sophisticated and professional investors.

Novus Capital Limited acted as the Lead Manager in relation to the Placement.

The Company will issue a total of 71,428,571 Shares on 3 June 2020 using the Company's Listing Rule 7.1 placement capacity. Therefore, the issue of the Shares under the Placement is not subject to shareholder approval.

Share Purchase Plan

The Company will offer Eligible Shareholders (as defined below) the opportunity to participate in the SPP by subscribing for up to \$30,000 worth of fully paid ordinary shares in the Company (**Shares**) (subject to any pro-rata scale back) at an issue price of \$0.014 per Share (the same price as the Placement) without having to pay brokerage or other transaction costs (**Offer**). The Offer price represents a 30% discount to the closing price of \$0.020 per Share on ASX on Wednesday, 27 May 2020 (being the last trading day prior to announcement of the Offer) and a 30% discount to the volume weighted average price of Shares of \$0.020 calculated over the last five days on which sales in the Shares were recorded prior to today. Whilst the discount exceeds that permitted under ASX Listing Rule 7.2 Exception 5 for a SPP (which exception, in summary, provides that ASX Listing Rule 7.1 will not apply to the Offer and any Shares issued under the Offer will not expend any of the Company's placement capacity under that rule), the Company has relied on Resolutions 1.2 and 1.3 of the ASX Class Waiver Decision dated 23 April 2020 to set the Offer price at the same price as the Placement.

Pursuant to the terms and conditions of the Offer, Eligible Shareholders will be offered the option to acquire a minimum of \$1,000 worth of Shares and a maximum of \$30,000 worth of Shares, and in \$1,000 increments in between those amounts.

The Company is seeking to raise \$1,000,000 under the Offer. However, the Directors reserve the right to accept oversubscriptions (subject to the maximum number of Shares the Company can issue under the Offer, which is 30% of the Company's pre-Offer issued capital) or to scale back applications on a pro-rata basis in their absolute discretion. The Directors reserve the right to issue fewer Shares than eligible shareholders apply for.

Participation in the SPP is optional and is open to all shareholders who were registered as a holder of Shares as at 5.00pm (WST) on 2 June 2020 (**Record Date**) and whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

Those Directors who held Shares on the Record Date (directly or indirectly) have indicated that they will participate in the Offer. Any Shares not subscribed for under the Offer may be offered to sophisticated or professional investors as a separate placement at the discretion of the Board.

The proposed timetable for the Offer is set out below however the Directors reserve the right to vary the dates and times without notice.

Date	Event	Description
5.00pm Perth time Tuesday 2 June 2020	Record Date	Date on which the Company determined the eligible shareholders
Tuesday 9 June 2020	Despatch Offer Document	Offer materials dispatched to eligible shareholders including a personalised application
Tuesday 9 June 2020	Opening Date	9.00am WST Offer opens
Tuesday 30 June 2020	Closing Date	Offer closes. Applications must be received by 5.00pm WST on the Closing Date
Friday 3 July 2020	Announce results	Announce results of the SPP
Tuesday 7 July 2020	Issue Date	Shares issued
Thursday 9 July 2020	Despatch Date	Holding statements sent to shareholders

Full details of the Offer will be set out in a letter to shareholders, the SPP Terms and Conditions and an Application Form for Eligible Shareholders (**SPP Documents**). A copy of the SPP Documents will also be lodged with the ASX.

If shareholders have any enquiries in relation to the SPP, shareholders can call:

- the Company on +61 8 9389 6927, or by email at info@ora.gold; and
- the SPP information line on 1300 043 194 (within Australia) or +61 2 8355 1006 (outside Australia) between 9am to 5pm (AEST) available from the Opening Date, Tuesday 9 June 2020; or
- through a live online chat facility by going to chats.shareholdersfirst.com.au.

The release of this ASX announcement was approved and authorised by the board.