

27 October 2014

Company Announcements Office  
Australian Securities Exchange

## Recapitalisation Offer and Change of Directors

Oroya Mining Limited (**Oroya** or **Company**) advises that it has agreed to an offer from CPS Capital Group Pty Ltd (**CPS Capital** or **Underwriter**) to underwrite a placement of shares in the Company (**Shares**) to raise \$505,420 before costs (**CPS Offer**).

Subject to shareholder approval, the Company proposes to consolidate its issued securities at a ratio of 100:1 and make the placement under the CPS Offer on a post-consolidation basis.

If completed, the CPS Offer will effectively recapitalise the Company and enable it to pursue its exploration activities at the Orbest project in Victoria.

The CPS Offer is conditional on the following key terms (each of which may be amended or waived):

1. Changes to the board of Directors, effective from Friday 24 October 2014, by the appointment of new directors Mr Timothy Neesham and Mr Tony Rechner and the resignation of Mr Ping Zhao.
2. Shareholder approval of resolutions to be put to the Company's 2014 annual general meeting (**AGM**) in respect of the following matters:
  - (a) adoption of the 2014 Remuneration Report;
  - (b) Director rotation by Mr Wade Guo who will retire and stand for re-election at the AGM;
  - (c) election as a Director of Mr Neesham;
  - (d) election as a Director of Mr Rechner;
  - (e) change of the Company's auditor;
  - (f) ratification and approval of the issue of 158,958,951 Shares (on a pre-consolidation basis) made on 28 August 2014;
  - (g) ratification and approval of the issue of 37,500,000 Shares (on a pre-consolidation basis) made on 15 October 2014;
  - (h) consolidation of Shares at a ratio of 100:1;
  - (i) consolidation of Oroya options at a ratio of 100:1;
  - (j) a change of name of the Company to a name to be advised;

- (k) subject to the passing of resolutions in respect of the matters set out above, the placement of 31,588,723 Shares (on a post-consolidation basis) to clients of CPS Capital at an issue price of \$0.016 per Share to raise \$505,420 (**Placement**);
- (l) approval for the issue of 5,000,000 Shares (on a post-consolidation basis) at \$0.016 to be issued to exploration mining service providers and consultants for future work;
- (m) subject to the passing of a resolution in respect of the matter set out at (k) above and completion of the Placement, the issue of up to 10,000,000 Oroya options (on a post-consolidation basis), exercisable at \$0.016 on or before 31 December 2018, to the Underwriter's nominees; and
- (n) subject to the passing of resolutions in respect of the matters set out at (h) and (k) above, approval for a placement to Soaraway Development Pty Ltd of 5,156,250 Shares (on a post-consolidation basis) at \$0.016 per Share to raise \$82,500.

Oroya anticipates holding its AGM in December 2014 and proposes to seek an extension of time from ASIC to hold its AGM as soon as practicable after 30 November 2014. The Company will advise the date of the AGM in due course.

In accordance with Condition 1 above, Oroya confirms that effective Friday 24 October 2014 Mr Tim Neesham and Mr Tony Rechner were appointed as Directors and Mr Ping Zhao resigned as a Director.

**Ends**