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ORA Gold Limited
ABN 74 950 465 654
ACN 085 782 994
ASX OAU



4 October 2024

Dear Shareholder

SHAREHOLDER NOTICE AND ACCESS – NOTICE OF GENERAL MEETING

A General Meeting (**Meeting**) of shareholders of Ora Gold Limited (ACN 085 782 994) (**Company**) will be held at the Quest Kings Park, Kings Park Room, Level 1, 54 Kings Park Road, West Perth WA 6005 on **Thursday 7 November 2024 at 10:00am** (AWST).

The Company will not be sending hard copies of the Notice of General Meeting (**Notice**), to shareholders unless a shareholder has made a valid election to receive such documents in hard copy. The Notice can be viewed and downloaded from the Company's website at <https://www.ora.gold/investors/asx-announcements>.

Shareholders who have nominated an email address and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to the electronic copy of the Notice and a copy of your personalised Proxy Form.

Shareholders are encouraged to make the switch to paperless communications. It enables the Company to provide you with information more quickly, at a lower cost and with less use of finite resources.

In order to receive electronic communications from the Company in the future, please update your shareholder details at www.investorvote.com.au and log in with your unique shareholder identification number and postcode (or country for overseas residents), where you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online.

The Company **strongly encourages shareholders to lodge a directed proxy form prior to the meeting.**

For your voting instructions to be effective, your proxy form must be received by **10:00am (AWST) on Tuesday 5 November 2024**, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, please contact the Company Secretary on

+61 8 9389 6927 or the Company's share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 400 (outside Australia).

On behalf of the Board, thank you for your continued support as a shareholder.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Rick Crabb', written over a light blue horizontal line.

Rick Crabb
Chairman



ACN 085 782 994

NOTICE OF GENERAL MEETING

A general meeting of the Company will be held at Quest Kings Park, Kings Park Room, Level 1, 54 Kings Park Road, West Perth, Western Australia on Thursday 7 November 2024 at 10.00am (AWST).

Proxy Forms for the Meeting should be lodged before 10.00am (AWST) on 5 November 2024.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9389 6927.

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Ora Gold Limited ACN 085 782 994 (**Company**) will be held at Quest Kings Park, Kings Park Room, Level 1, 54 Kings Park Road, West Perth, Western Australia on Thursday 7 November 2024 at 10.00am (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice. We recommend Shareholders read the Explanatory Memorandum in relation to the proposed Resolutions.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 5 November at 4:00pm (AWST).

The Company advises that a poll will be conducted for the Resolutions.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

AGENDA

1. Resolution 1 – Change of Company Name

To consider and, if thought fit, to pass, with or without amendment, the following as a **special resolution**:

"That, pursuant to and in accordance with section 157(1) of the Corporations Act and for all other purposes, Shareholders adopt New Murchison Gold Limited as the new name of the Company on the terms and conditions in the Explanatory Memorandum and all references in the Company Constitution to "Ora Gold Limited" be amended to "New Murchison Gold Limited" to reflect the Company's new name."

2. Resolution 2 – Ratification of Placement Shares issued under Listing Rule 7.1

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 754,558,651 Shares issued under Listing Rule 7.1 pursuant to the Placement on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Westgold Resources Limited or an associate of that person.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or

- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. **Resolution 3 – Ratification of Placement Shares issued under Listing Rule 7.1A**

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 580,600,089 Shares issued under Listing Rule 7.1A pursuant to the Placement on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Westgold Resources Limited or an associate of that person.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 2 October 2024

By order of the Board



Frank DeMarte
Executive Director and Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of this Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Change of Company Name
Section 4	Resolutions 2 and 3 – Ratification of Placement Shares issued under Listing Rules 7.1 and 7.1A
Schedule 1	Definitions

A Proxy Form is enclosed with this Notice.

2. Action to be taken by Shareholders

Shareholders should read this Notice, including this Explanatory Memorandum, carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is enclosed with this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to vote at the Meeting either in person or, if they are unable to attend in person, to sign and return the Proxy Form to the Company in accordance with the instructions on the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with

a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that body corporate's representative. The authority may be sent to the Company or its Share Registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Proxy Forms must be received by the Company no later than 10.00am (AWST) on 5 November 2024, being at least 48 hours before the Meeting. Proxy Forms received later than this time will be invalid.

You can lodge your Proxy Form with the Company by:

- (a) **Online:** www.investorvote.com.au.
- (b) **By mobile:** Scan the QR Code on your proxy form and follow the prompts.
- (c) **Mail:** to Computershare Investor Services Pty Limited GPO Box 242, Melbourne Victoria 3001, Australia.
- (d) **Facsimile:** 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
- (e) **Custodian voting:** For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Attendance at the Meeting

If it becomes necessary or appropriate to make alternative arrangements to those detailed in this Notice, Shareholders will be updated via the ASX announcements platform and on the Company's website at <https://www.ora.gold/>.

3. Resolution 1 – Change of Company Name

3.1 General

Resolution 1 seeks Shareholder approval for the change of name of the Company to "New Murchison Gold Limited". The Company has also reserved the ASX code "NMG".

In accordance with section 157 of the Corporations Act, if a company wishes to change its name, it must pass a special resolution of its shareholders adopting a new name.

The change of name will take effect on the date that ASIC alters the details of the Company's registration. This change in name will not in itself, affect the legal status of the Company or any of its assets or liabilities.

Resolution 1 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders. Resolution 1 is a special resolution which will enable the Company to amend its existing Constitution (**Amended Constitution**) to amend all references in the Company Constitution from "Ora Gold Limited" to "New Murchison Gold Limited" to reflect the Company's new name.

A copy of the Amended Constitution is available for review by Shareholders at the office of the Company. A copy of the Amended Constitution can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

The Chair intends to exercise all available undirected proxies in favour of Resolution 1.

3.2 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

4. Resolutions 2 and 3 - Ratification of Placement Shares issued under Listing Rules 7.1 and 7.1A

4.1 Background

On 30 May 2024, the Company announced that it had entered into a binding agreement with Westgold Resources Limited in relation to a strategic alliance with the primary aim to advance the development of the Company's Crown Prince gold project into production and a strategic placement. Under the strategic placement, the Company agreed to issue 1,335,158,170 Shares (**Placement Shares**) to Westgold Resources Limited at an issue price of \$0.0045 per Share to raise approximately \$6 million (before costs) (**Placement**).

The Company agreed to issue the Placement Shares without Shareholder approval under the Company's placement capacity under Listing Rules 7.1 and 7.1A.

The Placement Shares were issued on 4 June 2024. Westgold Resources Limited holds a relevant interest of 18.7% in the Company.

Refer to the Company's ASX announcement dated 30 May 2024 for further details on the Placement.

Resolution 2 seeks Shareholder ratification pursuant to and in accordance with Listing Rule 7.4 (and all other purposes) of the issue of 754,558,651 Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1.

Resolution 3 seeks Shareholder ratification pursuant to and in accordance with Listing Rule 7.4 (and all other purposes) of the issue of 580,600,089 Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1A.

Resolutions 2 and 3 are ordinary resolutions.

The Chair intends to exercise all available proxies in favour of Resolutions 2 and 3.

4.2 Listing Rules 7.1 and 7.1A

Listing Rule 7.1 provides that the Company is entitled to issue or agree to issue Equity Securities up to 15% of its issued share capital during any 12-month period, subject to specific restrictions, without needing prior Shareholder approval (**15% Placement Capacity**).

In addition to its 15% Placement Capacity, the Company obtained Shareholder approval pursuant to Listing Rule 7.1A at its 2023 annual general meeting to issue Equity Securities up to 10% of its issued share capital over a 12-month period after the Company's 2023 annual general meeting, without needing prior Shareholder approval (**10% Placement Capacity**).

Listing Rule 7.4 provides that if the Company in general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 or Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 or Listing Rule 7.1A) those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 or Listing Rule 7.1A.

The effect of passing Resolutions 2 and 3 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% Placement Capacity set out in Listing Rule 7.1 and the 10% Placement Capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolutions 2 and 3 are not passed, the Placement Shares will be included in the Company's 15% Placement Capacity set out in Listing Rule 7.1 and the 10% Placement Capacity set out in Listing Rule 7.1A, for the 12 month period following the issue of the Placement Shares.

4.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided in relation to the Placement Shares:

- (a) the Placement Shares were issued to Westgold Resources Limited;
- (b) a total of 1,335,158,740 Shares were issued under the Placement, of which:
 - (i) 754,558,651 Shares were issued under Listing Rule 7.1, ratification of which is sought under Resolution 2; and
 - (ii) 580,600,089 Shares were issued under Listing Rule 7.1A, ratification of which is sought under Resolution 3;
- (c) the Placement Shares are fully paid ordinary shares and rank equally in all respects with the Company's existing Shares;
- (d) the Placement Shares had an issue price of \$0.0045 each;
- (e) the Placement Shares were issued on 4 June 2024;
- (f) funds raised from the issue of the Placement Shares will be utilised towards accelerating further resource development, project development and mining proposal workstreams at the Company's Crown Prince project;
- (g) the Placement Shares were issued under binding agreement pursuant to which:
 - (i) the Company agreed to issue, and Westgold Resources Limited agreed to subscribe for, the Placement Shares at an issue price of \$0.0045 per Share;
 - (ii) the Company and Westgold Resources Limited agree to use their best endeavours to negotiate an ore purchase agreement in respect of ore produced at the Company's Crown Prince project;
 - (iii) Westgold Resources Limited has the right, but not the obligation, to nominate a representative to the Board in the capacity as a non-executive director, subject to its shareholding in the Company remaining above 10%; and
 - (iv) Westgold Resources Limited has the right to be notified, on a confidential basis, of any proposal to undertake an equity offering other than an equity offering which is a bonus issue, pro-rata entitlement offer, dividend / distribution plan or employee incentive scheme; and
- (h) voting exclusion statements are included in the Notice for Resolutions 2 and 3.

4.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolutions 2 and 3.

Schedule 1

Definitions

In this Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

10% Placement Capacity has the meaning given in Section 4.2.

15% Placement Capacity has the meaning given in Section 4.2.

Amended Constitution has the meaning given in Section 3.1.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors.

Chair means the person appointed to chair the Meeting, or any part of the Meeting, convened by this Notice.

Company means Ora Gold Limited ACN 085 782 994.

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of this Notice.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of this Notice.

Notice means this notice of general meeting and includes the Explanatory Memorandum and Proxy Form.

Proxy Form means the proxy form attached to this Notice.

Resolution means a resolution contained in this Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Computershare Investor Services Pty Limited (ABN 48 078 279 277).

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

OAU

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Tuesday, 5 November 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1 **Appoint a Proxy to Vote on Your Behalf**

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I/We being a member/s of Ora Gold Limited hereby appoint

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the Chairman
of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 General Meeting of Ora Gold Limited to be held at Quest Kings Park, Kings Park Room, Level 1, 54 Kings Park Road, West Perth, WA 6005 on Thursday, 7 November 2024 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Step 2 **Items of Business**

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

		For	Against	Abstain
Resolution 1	Change of Company Name	☐	☐	☐
Resolution 2	Ratification of Placement Shares issued under Listing Rule 7.1	☐	☐	☐
Resolution 3	Ratification of Placement Shares issued under Listing Rule 7.1A	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. 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.

Step 3 **Signature of Securityholder(s)** *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

