ASX Announcement | 27 September 2023

Notice of General Meeting

Ora Gold Limited (ASX: OAU) (**Company**) wishes to advise that the following documents will be distributed to shareholders on Thursday 28 September 2023 in relation to the General Meeting to be held in person on Friday 27 October 2023 at 10.00am (AWST):

- Shareholder Notice and Access Letter;
- Notice of General Meeting (including the Explanatory Memorandum); and
- Proxy Form.

The Shareholder Notice and Access Letter, Notice of General Meeting will be available on the Company's website at www.ora.gold

The announcement has been authorised for release to ASX by the Board of Ora Gold Limited.

For further information contact:

Mr Frank DeMarte
Executive Director and Company Secretary
+61 8 9389 6927
info@ora.gold

ORA GOLD LIMITED

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West Perth, WA 6005
PO Box 215,
West Perth, WA 6872
T +61 8 9389 6927
E info@ora.gold
W www.ora.gold

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

26 September 2023

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 Company's Board Room, Level 2, 5 Ord Street, West Perth WA 6005 on **Friday 27 October 2023 at 10:00am** (AWST).

In accordance with section 1100(1) of the *Corporations Act 2001* (Cth), 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 by clicking on the "Vote" tab.

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 Wednesday 25 October 2023,** 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 4000 (outside Australia).

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

Yours sincerely

Rick Crabb
Chairman

3-3871-23.OAU.FDM.fd

NOTICE OF GENERAL MEETING

A general meeting of the Company will be held at the Company's Board Room, Level 2, 5 Ord Street, West Perth WA 6005 on Friday 27 October 2023 at 10:00am (AWST).

Proxy Forms for the Meeting should be lodged before 10:00am (AWST) on Wednesday 25 October 2023. 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 (08) 9389 6927.

ORA GOLD LIMITED
ACN 085 782 994

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 the Company's Board Room, Level 2, 5 Ord Street, West Perth WA 6005 on Friday 27 October 2023 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 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 Wednesday 25 October 2023 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 – Ratify prior issue of Placement Shares 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 and approve the prior issue of 106,307,487 Shares 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 a person who participated in the issue of the Shares or an associate of that person or those persons.

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 in that way; or

(b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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.

2. Resolution 2 – Ratify prior issue of Placement Shares 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 and approve the prior issue of 393,692,513 Shares 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 a person who participated in the issue of the Shares or an associate of that person or those persons.

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 in that way; or

(b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 – Ratify prior issue of Completion Consideration Shares

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 and approve the prior issue of 66,666,667 Shares pursuant to the Agreement 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 Sipa Resources Limited or an associate of that person or those persons.

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 in that way; or

(b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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.

4. Resolution 4 – Ratify agreement to issue Completion Deferred Shares

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 and approve the agreement to issue 66,666,667 Shares pursuant to the Agreement 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 Sipa Resources Limited or an associate of that person or those persons.

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 in that way; or

(b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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: 26 September 2023

By order of the Board

Frank DeMarte
Executive Director and Company Secretary

ORA GOLD LIMITED
ACN 085 782 994

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 the 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 does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions and Shareholders should seek their own financial or legal advice.

Certain statements in this Explanatory Memorandum relate to the future. These statements reflect views only as of the date of this Explanatory Memorandum. While the Company believes that the expectations reflected in the forward looking statements are reasonable, neither the Company nor any other person gives any representation, assurance or guarantee that the occurrence of an event expressed or implied in any forward looking statements in this Explanatory Memorandum will actually occur.

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	Background
Section 4	Resolutions 1 and 2 – Ratify prior issue of Placement Shares
Section 5	Resolutions 3 and 4 – Ratify agreed issue of Consideration Shares
Schedule 1	Definitions

A Proxy Form is enclosed with the Notice.

2. Action to be taken by Shareholders

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

2.1 Proxies

A Proxy Form is enclosed with the 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 the 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 Wednesday 25 October 2023, 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 the Notice, Shareholders will be updated via the ASX announcements platform and on the Company's website at https://www.ora.gold/.

3. Background

3.1 Capital Raising

As first announced on 7 July 2023, the Company recently undertook a capital raising comprising:

(a) a placement to raise $2 million (before costs) via the issue of 500,000,000 Shares, each at an issue price of $0.004 and utilising the Company's existing placement capacity pursuant to Listing Rules 7.1 and 7.1A (**Placement Shares**), to corporate, institutional, professional and sophisticated investors (the **Placement**). The issue of the Placement Shares was completed on 13 July 2023 (for which Shareholder ratification and approval is sought pursuant to Resolutions 1 and 2); and

(b) a share purchase plan inviting eligible shareholders to subscribe for up to $30,000 worth of Shares each at an issue price of $0.004, to raise an additional $1 million (before costs) (**SPP**). The SPP closed substantially oversubscribed on 9 August 2023,

(together, the **Capital Raising**).

Funds received under the Capital Raising have been and will be utilised towards further drilling and evaluation at the Company's Crown Prince gold project, regional exploration and for general working capital including the costs of the Capital Raising. The Company intends to use any remaining funds raised to support value creating initiatives. The indicative use of funds is subject to change at the discretion of the Board.

Argonaut Limited acted as lead manager to the Placement and Canaccord Genuity (Australia) Limited acted as lead manager to the SPP.

Refer to the Company's ASX announcements on, and after, 7 July 2023 for further details of the Capital Raising.

3.2 Acquisition

As first announced on 7 August 2023, the Company entered into a binding agreement (**Agreement**) with Sipa Resources Limited (ASX:SRI) (**Sipa**) and Sipa's wholly owned subsidiary, Sipa Exploration NL (**Sipa Exploration**), to acquire 100% of Sipa Exploration's legal and beneficial interests in the tenements comprising the Murchison Project (including the mining information) and the benefit of the contracts relating to the Murchison Project (together, the **Acquisition**).

The consideration for the Acquisition under the Agreement comprises:

(a) the cash payment of $600,000 (half on completion of the Acquisition (**Completion**) and the remaining half three months after Completion); and

(b) the issue of aggregate 133,333,334 in Shares at a deemed issue price of $0.006 per Share (**Consideration Shares**), comprising:

  (i) 66,666,667 Shares issuable on Completion (**Completion Consideration** Shares). Half of the Completion Consideration Shares are subject to voluntary escrow 12 months from the date of issue; and

  (ii) 66,666,667 issuable three months after Completion (**Deferred Consideration Shares**). Half of the Deferred Completion Consideration Shares are subject to voluntary escrow 12 months from the date of issue.

Completion occurred on 21 September 2023. The Company intends to issue the Deferred Consideration Shares on or about 20 December 2023. The agreed issue of the Consideration Shares was made without Shareholder approval and accordingly utilised the Company's existing placement capacity pursuant to Listing Rule 7.1 (for which Shareholder ratification and approval is sought pursuant to Resolutions 3 and 4).

The Agreement was otherwise on standard terms for an agreement of this nature, including each party providing of customary warranties and representations to each other.

Refer to the Company's ASX announcements on, and after, 7 August 2023 for further details of the Acquisition.

4. Resolutions 1 and 2 – Ratify prior issue of Placement Shares

4.1 Background

As detailed in Section 3.1, the Company issued 500,000,000 Placement Shares at an issue price of $0.004 per Share under the Placement to raise $2 million (before costs).

Refer to Section 3.1 for further details of the Placement.

Resolution 1 seeks Shareholder ratification and approval pursuant to Listing Rule 7.4 and for all other purposes for the prior issue of 106,307,487 Placement Shares (utilising the Company's placement capacity under Listing Rule 7.1).

Resolution 2 seeks Shareholder ratification and approval pursuant to Listing Rule 7.4 and for all other purposes for the prior issue of 393,692,513 Placement Shares (utilising the Company's placement capacity under Listing Rule 7.1A).

Resolutions 1 and 2 are ordinary resolutions.

The Chairperson intends to exercise all available proxies in favour of Resolutions 1 and 2.

4.2 Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**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 through placements 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 Rules 7.1 or 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 or 7.1A) those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 or 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future up to the 15% Placement Capacity in Listing Rule 7.1 and the 10% Placement Capacity in Listing Rule 7.1A without potentially having to obtain prior Shareholder approval under those rules.

If Resolutions 1 and 2 are passed, the Placement Shares will be excluded in calculating the 15% Placement Capacity in Listing Rule 7.1 and the 10% Placement Capacity in Listing Rule 7.1A, respectively, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolutions 1 and 2 are not passed, the Placement Shares will be included in the 15% Placement Capacity in Listing Rule 7.1 and the 10% Placement Capacity in Listing Rule 7.1A, respectively, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

4.3 Specific information required by Listing Rule 7.5

The following information in relation to Resolutions 1 and 2 is provided to Shareholders for the purposes of Listing Rule 7.5

(a) The Placement Shares were issued to institutional, sophisticated and professional investors who participated in the Placement, identified by Argonaut Limited and the Company. No Placement Shares were issued to any related party, member of key management personnel, substantial shareholder or adviser of the Company or any of their associates.

(b) The Placement Shares comprise:

 (i) the issue of 106,307,487 Placement Shares utilising the Company's placement capacity under Listing Rule 7.1, ratification of which is sought pursuant to Resolution 1; and

(ii) the issue of 393,692,513 Placement Shares utilising the Company's placement capacity under Listing Rule 7.1A, ratification of which is sought pursuant to Resolution 2.

(c) The Placement Shares are fully paid ordinary shares in the Company ranking equally in all respects with the Company's existing Shares on issue.

(d) The Placement Shares were issued at a price of $0.004 per Share.

(e) The Placement Shares were issued on 13 July 2023.

(f) The purpose of the issue of the Placement Shares was to raise $2 million (before costs). Funds raised from the issue of the Placement Shares have been used as detailed in Section 3.1.

(g) The Placement Shares were issued pursuant to short form subscription letters pursuant to which subscribers under the Placement agreed to be issued Placement Shares at an issue price of $0.004 per Share.

(h) A voting exclusion statement is included in the Notice for Resolutions 1 and 2.

4.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolutions 1 and 2.

5. Resolutions 3 and 4 – Ratify agreed issue of Consideration Shares

5.1 Background

As detailed in Section 3.2, the Company agreed to issue 133,333,334 in Shares at a deemed issue price of $0.006 per Share pursuant to the Agreement pertaining to the Acquisition.

Refer to Section 3.2 for further details of the Acquisition.

Resolution 3 seeks Shareholder ratification and approval pursuant to Listing Rule 7.4 and for all other purposes for the prior issue of 66,666,667 Completion Consideration Shares (utilising the Company's placement capacity under Listing Rule 7.1).

Resolution 4 seeks Shareholder ratification and approval pursuant to Listing Rule 7.4 and for all other purposes for the agreed issue of 66,666,667 Deferred Consideration Shares (utilising the Company's placement capacity under Listing Rule 7.1).

Resolutions 3 and 4 are ordinary resolutions.

The Chairperson intends to exercise all available proxies in favour of Resolutions 3 and 4.

5.2 Listing Rules 7.1 and 7.4

Refer to Section 4.2 for a summary of Listing Rules 7.1 and 7.4

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future up to the 15% Placement Capacity in Listing Rule 7.1 without potentially having to obtain prior Shareholder approval under that rule.

If Resolutions 3 and 4 are passed, the Consideration Shares will be excluded in calculating the 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the Agreement.

If Resolutions 3 and 4 are not passed, the Consideration Shares will be included in the Company's 15% Placement Capacity detailed in Listing Rule 7.1 for the 12 month period following the Agreement.

5.3 Specific information required by Listing Rule 7.5

The following information in relation to Resolutions 3 and 4 is provided to Shareholders for the purposes of Listing Rule 7.5:

(a) The Completion Consideration Shares have been, and the Deferred Consideration Shares will be, issued to Sipa Resources Limited, who is not a related party, member of key management personnel, substantial shareholder or adviser of the Company or any of their associates.

(b) The Consideration Shares comprise:

  (i) the prior issue of 66,666,667 Completion Consideration Shares utilising the Company's placement capacity under Listing Rule 7.1, ratification of which is sought pursuant to Resolution 3; and

  (ii) the agreed issue of 66,666,667 Deferred Consideration Shares utilising the Company's placement capacity under Listing Rule 7.1, ratification of which is sought pursuant to Resolution 4.

(c) The Consideration Shares are fully paid ordinary shares in the Company ranking equally in all respects with the Company's existing Shares on issue.

(d) The Consideration Shares have a deemed issue price of $0.006 per Share. No funds have been, or will be, raised from the issue of the Consideration Shares.

(e) The Agreement was entered into on 4 August 2023, with the Completion Consideration Shares being issued on 21 September 2023 and the Deferred Consideration Shares proposed to be issued on or about 20 December 2023, and in any event no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(f) The purpose of the issue of the Consideration Shares is to acquire the Murchison Project (including the mining information) and the benefit of the contracts relating to the Murchison Project pursuant to the Agreement.

(g) The Completion Consideration Shares have been, and the Deferred Consideration Shares will be, issued pursuant to the Agreement (refer to Section 3.2 for the material terms of the Agreement).

(h) A voting exclusion statement is included in the Notice for Resolutions 3 and 4.

5.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolutions 3 and 4.

Schedule 1

Definitions

In the 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.

Acquisition has the meaning given in Section 3.2.

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.

Business Day has the same meaning as in the Listing Rules.

Capital Raising has the meaning given in Section 3.1.

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

Company means Ora Gold Limited (ACN 085 782 994).

Completion has the meaning given in Section 3.2.

Completion Consideration Shares has the meaning given in Section 3.2.

Deferred Consideration Shares has the meaning given in Section 3.2.

Consideration Shares has the meaning given in Section 3.2.

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 the Notice.

Listing Rules means the listing rules of ASX.

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

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

Placement has the meaning given in Section 3.1.

Placement Shares has the meaning given in Section 3.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in the 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 shareholder of the Company.

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

Sipa has the meaning given in Section 3.2.

Sipa Exploration has the meaning given in Section 3.2.

SPP has the meaning given in Section 3.1.

ORA GOLD LIMITED
ACN 085 782 994

Need assistance?

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

Online:
www.investorcentre.com/contact

OAURM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Wednesday, 25 October 2023.**

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

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 RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN 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 ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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

☐ **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 the Company's Board Room, Level 2, 5 Ord Street, West Perth, WA 6005 on Friday, 27 October 2023 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	Ratify prior issue of Placement Shares under Listing Rule 7.1	☐	☐	☐
Resolution 2	Ratify prior issue of Placement Shares under Listing Rule 7.1A	☐	☐	☐
Resolution 3	Ratify prior issue of Completion Consideration Shares	☐	☐	☐
Resolution 4	Ratify agreement to issue Completion Deferred Shares	☐	☐	☐

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	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

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

Mobile Number ________ **Email Address** ________