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ASX Announcement | 30 May 2024

Westgold Strategic Alliance and Placement

Highlights

- **Ora has entered into a binding agreement with the dominant gold miner in the Murchison region, Australian gold producer Westgold Resources Limited (WGX:ASX, OTCQX: WGXRF) in relation to a:**
  - **Strategic Alliance with the primary aim of advancing the development of Ora's Crown Prince deposit into production; and**
  - **Strategic Placement of $6.0m at $0.0045 per share, equivalent to a fully diluted 15.0% pro forma shareholding in Ora**
- **As part of the Strategic Alliance, Ora and Westgold to separately agree the terms of an ore purchase agreement**
  - **Ora's Crown Prince deposit, which hosts a Mineral Resource of 240koz at 4.1g/t Au[1] is located approximately 33km via road from Westgold's Bluebird Mill**
- **Upon completion of the Strategic Placement, Westgold to have a right, but not an obligation, to an Ora board seat and equity participation right**
- **Strengthened pro forma balance sheet of c. $8 million cash and nil debt, allowing Ora to accelerate further resource development, project development and mining proposal workstreams at Crown Prince as well as continue systematic regional exploration across Ora's commanding 677km^2 tenure**
- **The Westgold Transaction provides Ora and its shareholders with a clear pathway to commercialising Crown Prince in the current gold price environment, validates the quality of the deposit and enables Ora to leverage Westgold's internal resources, intellectual property and infrastructure to accelerate the development of Crown Prince**
- **An updated Mineral Resource Estimate at Crown Prince is due for completion in the September quarter and preliminary project development and mining proposal workstreams for Crown Prince are already underway**

Ora Gold Limited (**ASX: OAU**, **Ora** or the **Company**) is pleased to advise it has entered into a binding agreement with Australian gold producer Westgold Resources Limited (WGX:ASX, OTCQX: WGXRF) (**Westgold**) in relation to a strategic co-operation relationship (**Strategic Alliance**) and $6.0 million placement (**Strategic Placement**) (together the **Westgold Transaction**).

[1] Refer Ora ASX Release "Crown Prince Mineral Resource Estimate Increases to 240koz" dated 6 February 2024



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Ora's CEO, Alex Passmore, commented: *"We are very pleased to announce the Westgold Strategic Alliance and Placement, which provides a short and tangible pathway to production and cash flow from Crown Prince. Ora and Westgold will work collaboratively over the next few months to define the development timetable. This alliance with a large regional operator with extensive processing infrastructure gives us strong confidence in the potential for future economic extraction of other advanced projects within our tenure.*

STRATEGIC ALLIANCE

Upon completion of the Strategic Placement, Ora and Westgold agree to enter into a strategic co-operation relationship. The primary aim of the Strategic Alliance will be to advance the development of Ora's Crown Prince deposit (**Crown Prince**) into production and any other mining opportunities within the Ora tenure.

As part of the Strategic Alliance, Ora and Westgold will use their best endeavours to agree the terms of a proposed ore purchase agreement, to be agreed and detailed in a separate document negotiated between the parties (**OPA**). A key term of the OPA will include Ora granting to Westgold a right of first refusal in respect of the future purchase of all ore produced from any tenements owned by Ora (as at the time of the Strategic Placement settlement), to be processed at Westgold's Bluebird Mill at Meekatharra (**Bluebird**).

Crown Prince hosts a Mineral Resource of 240koz at 4.1g/t Au[1] and is located on a granted Mining Lease with a Native Title Agreement in place. The deposit is located approximately 33km northwest from Bluebird and is easily accessible just off the Meekatharra-Mt Clere public road and the Great Northern Highway, supporting efficient haulage logistics (refer Figure 1).

In addition to the OPA, the Strategic Alliance may also encompass other strategic collaboration initiatives to be agreed on a best endeavours basis such as access to Westgold's camp and associated facilities and leveraging Westgold's internal resources and intellectual property to fast track the development of Crown Prince.

Upon completion of the Strategic Placement, Westgold will also have:

- An equity participation right whereby Ora must ensure that Westgold is given at least 10 Business Days' prior written notice, on a confidential basis, of such a proposal to undertake a prescribed equity offer, being any equity issuance excluding a bonus issue, pro-rata entitlement issue, dividend / distribution plan or employee incentive scheme (**Equity Participation Right**); and
- The right, but not the obligation, to nominate a representative to serve on the Ora Board in the capacity as a non-executive director while Westgold's shareholding in Ora remains above 10% (**Board Nominee Right**).

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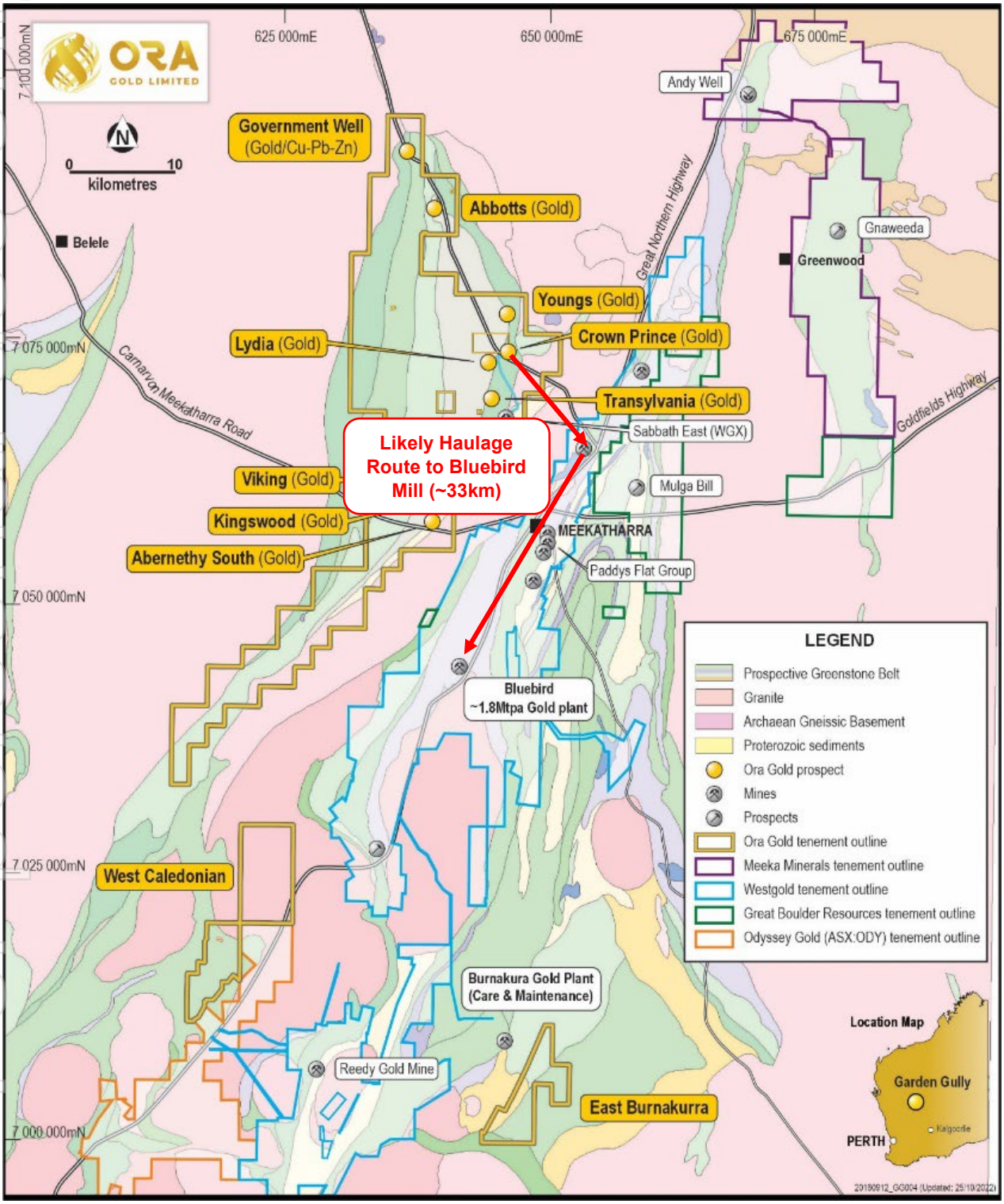


***Figure 1**. Ora Garden Gully Gold Project Regional Positioning and likely Crown Prince: Bluebird haulage route*

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BLUEBIRD MILL OVERVIEW

Westgold's assets at its Meekatharra Operations include the 1.6 - 1.8Mtpa Bluebird CIL processing plant, 420 person village and associated mining infrastructure. Bluebird is located approximately 15km from Meekatharra town.

The Bluebird underground mine is the primary ore source feeding the plant, as well as ore from the Big Bell underground mine and other various surface stockpiles in the region.

Bluebird has a milling capacity of circa 1.6 - 1.8Mtpa on hard ore and can process circa 2.2Mtpa on a blend of hard and soft ore.



***Figure 2**. Westgold Bluebird Mill and Processing Facility*



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STRATEGIC PLACEMENT

The Strategic Placement to Westgold comprises the issue of 1,335,158,170 new fully paid ordinary shares in Ora (**New Shares**) at an issue price of $0.0045 per New Share (**Issue Price**) to raise approximately $6.0 million (before costs), utilising the Company's existing placement capacity pursuant to Listing Rules 7.1 (754,558,651 shares) and 7.1A (580,600,089 shares). The New Shares will rank pari passu with existing shares.

Upon completion of the Strategic Placement, Westgold will emerge as a 18.7% shareholder of Ora on an undiluted basis, and a 15.0% shareholder on a fully diluted basis[2].

The Strategic Placement will see Ora emerge with a strengthened pro forma balance sheet of c. $8 million cash and nil debt, allowing Ora to accelerate further resource development, project development and mining proposal workstreams at Crown Prince as well as continue systematic regional exploration across Ora's commanding 677km^2 tenure.

Ora currently has 30,000,000 unquoted options (expiring 28 February 2026) exercisable at $0.005 and 1,540,110,088 unquoted options (various expiry dates) exercisable at $0.006 on issue. In aggregate, the exercise of these options could raise up to an additional c. $9.4 million in proceeds, which the Company could use to fund a significant proportion of the relatively low upfront capital expected to be required to develop Crown Prince.

Ora's current cash balance and proceeds from the Strategic Placement (before costs) are intended to be utilised as follows:

Use of Funds	A$m
Crown Prince drilling and exploration	2.0
Crown Prince development workstreams	2.0
Regional drilling and exploration	1.0
Working capital and corporate costs	3.0
Total	**8.0**

INDICATIVE TIMETABLE

Event	Date
Announcement of Westgold Transaction	30 May 2024
Settlement of Strategic Placement	04 June 2024
Targeted execution of OPA and related agreements	3 to 6 months

ADVISERS

[2] Based on 5,806,000,892 ordinary shares on issue and 1,759,898,635 unquoted options and performance rights on issue as at 29 May 2024.



Argonaut PCF is acting as financial adviser and Thomson Geer is acting as legal adviser to Ora in relation to the Westgold Transaction.

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

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About Ora Gold

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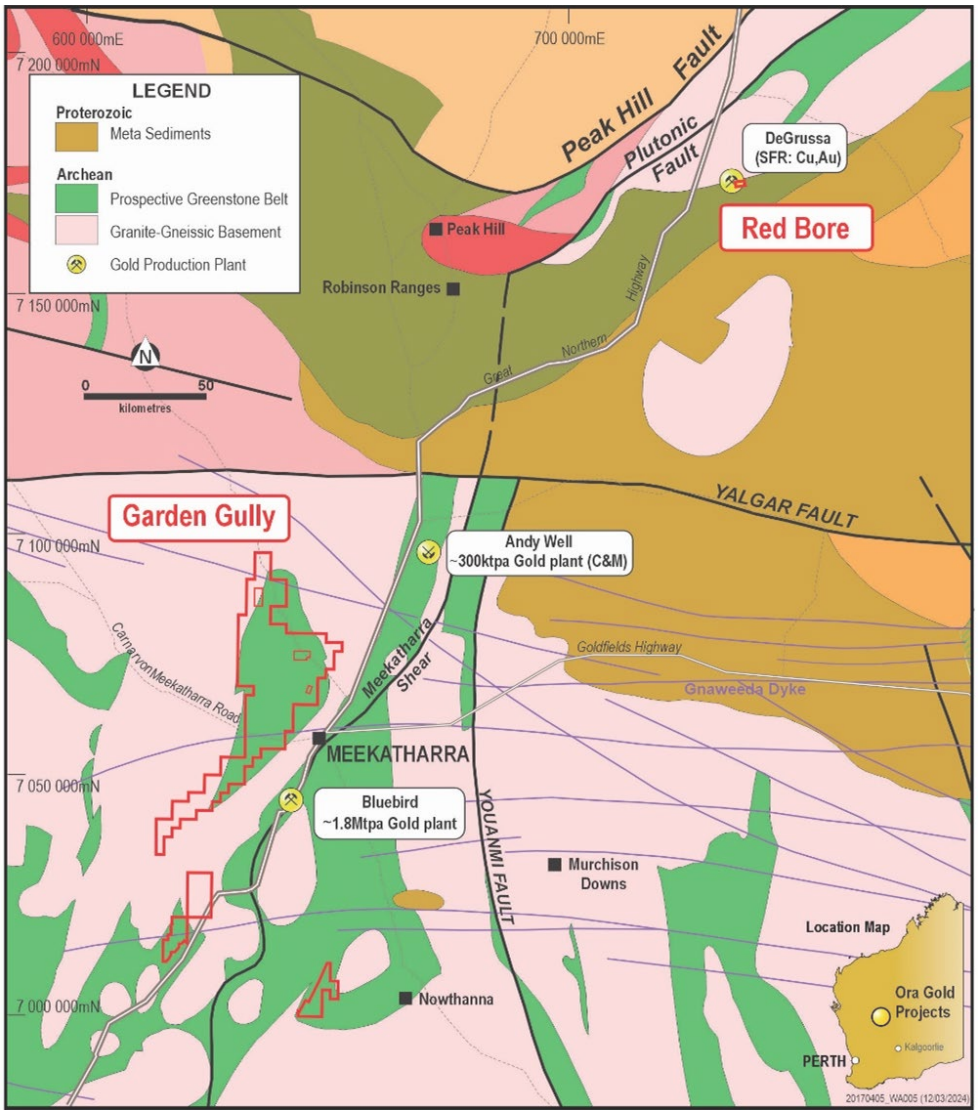
Ora Gold Limited (ASX:OAU) is a mineral exploration and development company which holds a substantial package of tenements in the prolific Murchison goldfield near Meekatharra, Western Australia.

The Company is focused on the Garden Gully Gold Project which comprises a 677km^2 tenure package covering the Abbotts Greenstone Belt and other key regional structures. The project has multiple gold prospects along the belt with the most advanced being the Crown Prince Prospect.

Gold mineralisation in the belt is controlled by major north trending structures and contact zones between felsic and mafic metamorphosed rocks.

Crown Prince Prospect is located within a granted mining lease and is advancing towards development.

***Figure 1**. Ora Gold Garden Gully Project*



Forward-Looking Statements



This document may include forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning Ora's planned exploration program and other statements that are not historical facts. When used in this document, the words such as "could," "plan," "expect," "intend," "may", "potential," "should," and similar expressions are forward-looking statements. Although Ora believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that further exploration will result in the estimation of a Mineral Resource.

Competent Person Statement

The information contained in this announcement that relates to Mineral Resources is based upon, and fairly represents, information and supporting documentation compiled by Mr Costica Vieru and Mr Brian Fitzpatrick, MAusIMM (CP). Mr Vieru is a Member of the Australian Institute of Geoscientists and a full-time employee of the Company. Mr Fitzpatrick is a Principal Geologist with Cube Consulting Pty Ltd and a Member of the Australasian Institute of Mining and Metallurgy. The Competent Persons have sufficient experience which is relevant to the style(s) of mineralisation and type(s) of deposit under consideration and to the activity which they are undertaking to qualify as Competent Persons as defined in the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Vieru and Mr Fitzpatrick consent to the inclusion in this report of the matters based upon their input into the information in the form and context in which it appears.

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