



ORECORP
LIMITED

ANNOUNCEMENT TO THE AUSTRALIAN SECURITIES EXCHANGE

Nyanzaga Project Update - Completion of Earn-in Phase and Execution of Conditional Heads of Agreement to acquire 100% of the Project

OreCorp Limited is pleased to announce that its Tanzanian subsidiary, OreCorp Tanzania Limited, (**OreCorp** or **Company**) has now completed its earn-in obligations in respect of the Nyanzaga Gold Project (**Nyanzaga** or **Project**) in Tanzania, in accordance with the Earn-in Agreement entered into by the Company and Acacia Mining plc (**Acacia**), on 22 September 2015. The Project is owned by Nyanzaga Mining Company Limited (**NMCL**), which is currently a wholly owned subsidiary of Acacia. OreCorp fulfilled its earn-in obligations by spending approximately US\$14 million in completing a Pre-Feasibility Study and additional feasibility study related work.

Additionally, OreCorp has exercised its option to acquire an additional 26% interest in the Project, in consideration for the payment of US\$3 million to Acacia. This would increase OreCorp's interest in NMCL from 25% to 51%.

The acquisition of shares by OreCorp representing a 51% interest in NMCL is conditional on approval from the Tanzanian Fair Competition Commission (**FCC**) and newly established Mining Commission. The relevant applications have already been lodged with the FCC and Mining Commission.

OreCorp has also signed a binding conditional heads of agreement with Acacia and NMCL to allow OreCorp to move to 100% ownership of Nyanzaga, by making a further payment of US\$7 million. Acacia will also retain a net smelter return royalty (**NSR**), capped at US\$15 million. The NSR will be paid at 1% with a gold price <US\$1,600/oz and 2% at >US\$1,600/oz gold. The acquisition of the additional 49% of shares in NMCL is conditional on the Tanzanian regulatory approvals referred to above, to allow OreCorp to increase its interest in NMCL to 100%, on the grant of the Special Mining Licence (**SML**) in respect of the Project and on the parties entering into definitive documents in respect of the 100% acquisition.

ASX RELEASE:
20 July 2018

ASX CODE:
Shares: ORR

BOARD:
Craig Williams
Non-Executive Chairman

Matthew Yates
CEO & Managing Director

Alastair Morrison
Non-Executive Director

Mike Klessens
Non-Executive Director

Robert Rigo
Non-Executive Director

Luke Watson
CFO & Company Secretary

ISSUED CAPITAL:
Shares: 216.4 million
Unlisted Options:
9.7 million

ABOUT ORECORP:
OreCorp Limited is a Western Australian based mineral company focussed on the Nyanzaga Gold Project in Tanzania & the Akjoujt South Nickel – Copper - Cobalt Project in Mauritania.

Nyanzaga hosts a JORC 2012 compliant Mineral Resource Estimate (**MRE**) of 3.1 million ounces at 4.0 g/t gold. The MRE is the foundation of a Definitive Feasibility Study for project financing purposes (**Project Financing DFS**) currently underway. The SML application has been lodged and is anticipated to progress through the application process following the recent formation of the Mining Commission. The grant of the SML will be required before the Project Financing DFS is completed and any financing for the construction of the Project can be undertaken. Upon grant of the SML, the Government of Tanzania (**GoT**) will become an equity holder in the Project, acquiring a free carried interest of not less than 16% in NMCL in accordance with the Tanzanian Mining Act. OreCorp looks forward to the opportunity to develop Tanzania's next large-scale gold mine with the GoT, for the benefit of all stakeholders.

For further information please contact:

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CEO and Managing Director
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ABOUT ORECORP LIMITED

OreCorp Limited is a Western Australian based mineral company with gold and base metal projects in Tanzania and Mauritania. OreCorp is listed on the Australian Securities Exchange (ASX) under the code 'ORR'. The Company is well funded with no debt. OreCorp's key projects are the Nyanzaga Gold Project in northwest Tanzania and the Akjoujt South Nickel-Copper Project in Mauritania.

On 13 March 2017, the Company announced that it had completed the third stage of its earn-in and JVA with Acacia Mining plc to earn up to a 51% interest in the Nyanzaga Project in the Lake Victoria Goldfields of Tanzania. The Project currently hosts a JORC 2012 MRE of 3.1Mozs at 4.0g/t gold.

Risk Factors

Many factors, known and unknown could impact on the Company's potential investment in NMCL and the Project itself. Such risks include, but are not limited to: the volatility of prices of gold and other metals; uncertainty of mineral reserves, mineral resources, mineral grades and mineral recovery estimates; uncertainty of future production, capital expenditures, and other costs; currency fluctuations; financing of additional capital requirements; cost of exploration and development programs; mining risks; community protests; risks associated with foreign operations; and governmental and environmental regulation. For a more detailed discussion of such risks and other factors that may affect the Company's ability to achieve the expectations set forth in the forward looking statements contained in this report, see the Company's Annual Report for the year ended 30 June 2017, the Company's Prospectus dated January 2013 as well as the Company's other filings with the Australian Securities Exchange.

JORC 2012 Compliance Statements

Nyanzaga Gold Project

The information in this report relating to the Nyanzaga Project is extracted from the ASX Announcements dated; 25 June 2018 titled "Further update regarding discussions between Barrick and the Government of Tanzania", 30 April 2018 titled "March 2018 Quarterly Report", 19 February 2018 titled "Acacia Press release to LSE Dated 16 February 2018", 14 February 2018 titled "Grant of Environmental Certificate for the Nyanzaga Gold Project", 12 September 2017 titled "Mineral Resource Estimate Update for the Nyanzaga Project in Tanzania Increasing Category and Grade", 10 July 2017 titled "Further Update on Proposed Legislative Changes in Tanzania", 30 June 2017 titled "Proposed Tanzanian Legislative Changes, Infill Drilling Results and Project Update at Nyanzaga", 11 May 2017 titled "Infill Drilling Results Further Demonstrate Outstanding Potential of Nyanzaga Project" and 13 March 2017 titled 'Pre-Feasibility Study Demonstrates Significant Potential of Nyanzaga Gold Project', which is available to view on the Company's website 'orecorp.com.au'.

The Company confirms that it is not aware of any new information or data that materially affects the information included in the Announcements referred to above and, in the case of (i) estimates of Mineral Resources, (ii) Metallurgical Testwork and Results, and (iii) Exploration Results in relation to the Nyanzaga Project (Project Results), that all material assumptions and technical parameters underpinning the Project Results in the original Announcement referred to above continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Persons' findings are presented have not been materially modified from the original Announcement referred to above.

Forward Looking Statements

This report contains 'forward-looking information' that is based on the Company's expectations, estimates and projections as of the date on which the statements were made. This forward-looking information includes, among other things, statements with respect to pre-feasibility and definitive feasibility studies, the Company's business strategy, plans, development, objectives, performance, outlook, growth, cash flow, projections, targets and expectations, mineral reserves and resources, results of exploration and related expenses. Generally, this forward-looking information can be identified by the use of forward-looking terminology such as 'outlook', 'anticipate', 'project', 'target', 'likely', 'believe', 'estimate', 'expect', 'intend', 'may', 'would', 'could', 'should', 'scheduled', 'will', 'plan', 'forecast', 'evolve' and similar expressions. Persons reading this news release are cautioned that such statements are only predictions, and that the Company's actual future results or performance may be materially different.

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the Company's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Forward-looking information is developed based on assumptions about such risks, uncertainties and other factors set out herein, including but not limited to the risk factors set out in the Company's Prospectus dated January 2013.

This list is not exhaustive of the factors that may affect our forward-looking information. These and other factors should be considered carefully and readers should not place undue reliance on such forward-looking information. The Company disclaims any intent or obligations to update or revise any forward-looking statements whether as a result of new information, estimates or options, future events or results or otherwise, unless required to do so by law.