

29 May 2015

Dear Shareholder



Offer to participate in Oro Verde's Share Purchase Plan

The Directors of Oro Verde Limited ("**Oro Verde**" or "**Company**") are pleased to extend an invitation to eligible shareholders to participate in the Company's share purchase plan ("**Plan**"). The Plan allows eligible shareholders to purchase up to \$15,000 worth of fully paid ordinary shares in the Company ("**Shares**") without any brokerage or transaction costs ("**Offer**"). The Plan was announced by the Company to the Australian Securities Exchange ("**ASX**") on 29 May 2015 ("**Announcement Date**").

The Shares under the Offer will be issued at \$0.006 per Share, representing a 25% discount to the last traded closing price of the Company's Shares on the ASX on 25 May 2015 and a 16.3% discount to the volume weighted average price for the last 5 days on which sales in the shares were recorded prior to 29 May 2015. The offer of Shares under the Plan is open to all Eligible Shareholders (as defined in the attached Offer) as at 5:00 p.m. (WST) on 28 May 2015 ("**Record Date**"). Directors of the Company who are eligible shareholders intend to participate under the Plan.

This is an opportunity for Eligible Shareholders to take advantage of prevailing market conditions and to participate in the future growth of the Company. Funds raised through the Offer will be used to:

- (a) assist with the funding of the Topacio gold project ("**Topiaco Gold Project**") in Nicaragua; and
- (b) for general working capital expenses.

Further details on the Topacio Gold Project are set out below.

The Offer allows Eligible Shareholders, irrespective of the size of their shareholding, to apply for one of the following parcels of Shares:

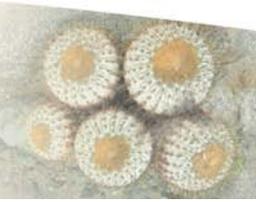
Offer	Value	Number of Shares
A	\$1,000	166,667
B	\$2,500	416,667
C	\$5,000	833,333
D	\$7,500	1,250,000
E	\$10,000	1,666,667
F	\$15,000	2,500,000

The Offer seeks to raise up to \$400,000 ("**Offer Amount**") on the terms and conditions contained in this letter and is not underwritten. Subject to ASX Listing Rules, the Directors reserve the right to expand the size of the Offer and to scale back applications at their discretion.

Participation in the Plan is entirely voluntary. Offers under the Plan are non-renounceable, meaning that you are not permitted to transfer your rights to subscribe for Shares under the Plan.

If, after reading the attached Offer, you wish to participate in the Plan you must complete the personalised Application Form and return it together with payment for the exact application monies in Australian dollars to the Company's share registry **on or before 5.00 p.m. (WST) on 19 June 2015**. Alternatively, you may make a payment directly via BPAY[®] in accordance with the instructions set out in the Application Form.

Once an application has been made it cannot be revoked. All valid applications shall be deemed accepted if received before 5.00 p.m. (WST) on 19 June 2015.



TOPACIO GOLD PROJECT

On 27 February 2015¹, the Company advised that it would proceed with the option to purchase 100% of the 93 km² Topacio Gold Project. The area was mined in the period from 1900 to 1917, with an estimated 160,000 tonnes grading approximately 8 g/t gold and 80 g/t silver extracted.

The project boasts a historical NI 43-101 (Canadian standard, similar to JORC) compliant Inferred Resource of:

2,716,176 tonnes at 3.9 g/t gold, containing 340,345 ounces of gold, at a 1.5 g/t gold cut-off²

National Instrument 43-101 (“NI 43-101”) is a national instrument for the *Standards of Disclosure for Mineral Projects* within Canada and as such this estimate is a foreign estimate and is not reported in accordance with the JORC Code. A competent person has not done sufficient work to classify the foreign estimate as mineral resources in accordance with the JORC code and it is uncertain that following evaluation and/or further exploration work that the foreign estimate will be able to be reported as mineral resources in accordance with the JORC code.

Additionally, exploration undertaken by the Company at Topacio has produced some important results, as set out below:

- rock chip sampling^{3,4} has returned high grade gold and silver values from the resource area but also, importantly, from areas where little exploration had been previously undertaken;
- an area near the southern border of the tenement is reported as having a “silica cap”. This area has had very little systematic exploration and is interpreted as consisting of strongly silicified to completely silica replaced flat-lying volcanoclastic rocks. Low temperature, laminated cherts are also prominent, and locally display brecciation. The area may represent a sinter zone

A sinter zone is a silica rich surface deposit, typically developed above a low sulphidation epithermal system. While sinter zones themselves are often barren of economic mineralisation, the underlying epithermal system often consists of vein or stockwork style mineralisation and can be enriched in gold and silver, with lesser base metal development.

- recent encouraging reconnaissance mapping and sampling has identified another new target – Buena Vista - 6km northeast of the Topacio Gold Project resource, where gold mineralisation up to 3 g/t gold has been discovered.

Only shareholders resident in Australia and New Zealand have the opportunity to participate in the Offer. The Offer also provides shareholders who hold an unmarketable parcel of shares (a value of less than \$500) the opportunity to top-up to a marketable parcel without brokerage costs.

Funds raised from the Plan will be utilised to further explore the Topacio Gold Project with a view to estimating a resource later this year that is in compliance with the Australian JORC code.

Yours sincerely



Wolf Martinick
Chairman

The information in this document that relates to previously reported exploration results has been cross-referenced in this report to the date it was reported to ASX. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements.

The information in this document that relates to historical mineral resources is extracted from the report entitled “Acquisition of High Grade Gold Project” created on 11 November 2014 and is available to view on www.asx.com. The Company confirms that it is not in possession of any new information or data that materially impacts on the reliability of the estimates in the original market announcement and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the competent person’s findings are presented have not been materially modified from the original market announcement.

¹ Refer to ASX announcement dated 27 February 2015 “Oro Verde Proceeds to Acquire Topacio Gold Project”

² Refer to ASX announcement dated 11 November 2014 “Acquisition of High Grade Gold Project”

³ Refer to ASX announcement dated 3 February 2015 “High grade gold potential confirmed at Topacio project in Nicaragua”

⁴ Refer to ASX announcement dated 22 April 2015 “Additional High Grade Results at Topacio Gold Project”

ORO VERDE LIMITED - SHARE PURCHASE PLAN

1. Offer

This offer entitles Eligible Shareholders (defined in paragraph 2 below) in Oro Verde Limited (**Company**) to subscribe through the Company's share purchase plan (**Plan**) for a maximum of \$15,000 worth of fully paid ordinary shares in the Company (**Shares**) in accordance with the following terms and conditions (**Offer**). Subject to paragraph 4.8, the Plan will raise up to \$400,000 and is not underwritten.

2. Eligibility

2.1 The Offer is only open to **Eligible Shareholders**, being persons:

- (a) who are registered in the Company's share register at 5.00 p.m. (WST) on 28 May 2015 (**Record Date**), as registered holders of Shares; and
- (b) who have a registered address (as recorded in the Company's share register) in Australia or New Zealand.

2.2 No action has been taken to register or qualify the Shares or the Offer or otherwise to permit an offering of the Shares in any jurisdiction outside Australia and New Zealand. Recipients may not send or otherwise distribute this Offer or the Application Form to any person outside Australia (other than to Eligible Shareholders). Neither this Offer nor the Application Form constitutes an offer of securities for sale into the United States of America.

2.3 The Offer to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002* (New Zealand). Members of the public in New Zealand who were not existing Shareholders on the Record Date are not entitled to apply for any Shares.

2.4 For the purposes of determining Eligible Shareholders:

- (a) joint holders of Shares are taken to be a single registered holder of Shares; and
- (b) where a trustee or nominee is expressly noted on the Company's share register as holding Shares on account of a named beneficiary, the named beneficiary will be taken to be the registered holder of those Shares, and on application for Shares under the Plan, certification or issue of Shares to the trustee or nominee will be taken to be an application or certification by, or an issue to, the named beneficiary.

2.5 If you are a custodian and hold Shares on behalf of one or more persons resident in Australia and New Zealand (each a **Participating Beneficiary**), you may be entitled to apply for up to \$15,000 worth of Shares for each Participating Beneficiary, subject to you providing a certificate to the Company containing the information prescribed in ASIC Class Order 09/425 as modified by ASIC Class Orders 10/105, 10/789 and 11/162 (**Custodian Certificate**).

Custodians should request a Custodian Certificate when making an application on behalf of a Participating Beneficiary. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Company's share registry, Security Transfer Registrars Pty Ltd at registrar@securitytransfer.com.au.

For the purposes of this Offer, a custodian is a person that:

- (a) holds an Australian financial services licence that:
 - (i) covers the provision of a custodial or depositary service; or
 - (ii) covers the operation of an IDPS (as defined in ASIC Class Order 13/763); or
- (b) is exempt under:
 - (i) paragraph 7.6.01(1)(k) of the *Corporations Regulations 2001 (Cth)* (**Corporations Regulations**);
 - (ii) paragraph 7.6.01(1)(na) of the *Corporations Regulations*; or
 - (iii) ASIC Class Order 14/1000 or ASIC Class Order 14/1001;

- (iv) ASIC Class Orders 03/1099, 03/1100, 03/1101, 03/1102, 04/829 or 04/1313;
 - (v) an individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in subparagraph (iv); or
 - (vi) paragraph 911A(2)(h) of the Corporations Act;
- from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service; or
- (c) is a trustee of a:
 - (i) self-managed superannuation fund; or
 - (ii) superannuation master trust; or
 - (d) is the responsible entity of an IDPS-like scheme; or
 - (e) is the registered holder of Shares or interests in the class and is noted on the register of members of the Company as holding the Shares or interests on account of another person.
- 2.6 The directors of the Company, as Eligible Shareholders, may participate in the Offer on the same terms and conditions as all other Eligible Shareholders and their participation is not subject to shareholder approval.

3. Issue Price

- 3.1 The Shares under the Plan will be issued at 0.6 cents per Share. The Issue Price has been calculated by reference to the closing market price of the Shares on the ASX on 29 May 2015 (**Announcement Date**) and the last traded closing price on 28 May 2015 which was \$0.008 and represents a 25% discount to that price. The Issue Price also represents a discount of approximately 16.3% to the volume weighted average price for the last 5 days on which sales in the shares were recorded on the ASX immediately prior to the Announcement Date.
- 3.2 Shareholders should note that the market price of Shares may rise or fall between the date of this Offer and the date the Shares are allotted and issued (**Allotment Date**). This means that the Issue Price may be either higher or lower than the price of Shares at the time the Shares applied for under the Plan are issued.
- 3.3 No brokerage, commissions or other transaction costs are payable by Eligible Shareholders under the Offer.

4. Number of Shares Offered

- 4.1 The maximum number of Shares that are able to be issued under the Plan in order to comply with ASX Listing Rules requirements is 30% of the number of ordinary shares in Oro Verde currently on issue (being a maximum of 107,859,521 Shares). The Plan seeks to raise up to \$400,000 which would result in the issue of 66,666,667 Shares. The number of shares issued may be increased if the Directors, in their absolute discretion, expand the size of the Plan. The Plan is not underwritten, meaning that the maximum proceeds under the Plan may not be raised.
- 4.2 Eligible Shareholders may apply for the following number of Shares:

Offer	Value	Number of Shares
A	\$1,000	166,667
B	\$2,500	416,667
C	\$5,000	833,333
D	\$7,500	1,250,000
E	\$10,000	1,666,667
F	\$15,000	2,500,000

- 4.3 The maximum investment for each Eligible Shareholder is \$15,000 (representing 2,500,000 Shares at the Issue Price of \$0.006) and the minimum investment is \$1,000 (representing 166,667 Shares at the Issue Price of \$0.006).
- 4.4 The total cost of Shares purchased by each Eligible Shareholder (including through joint holdings, multiple share accounts or any holding which they have a beneficial interest) must not exceed \$15,000.
- 4.5 No fractions of Shares will be issued. Any fraction of a Share will be rounded up to the nearest whole number of Shares.
- 4.6 The Offer is non-renounceable. This means that Eligible Shareholders cannot transfer their entitlement to purchase Shares under the Plan to another person.
- 4.7 Subject to paragraph 4.8 below, if the Company receives applications for more than \$400,000 of Shares under the Plan, it may in its absolute discretion, undertake a scale-back to the extent and in the manner it sees fit. If there is a scale-back you may not receive all the Shares for which you have applied. If a scale-back produces a fractional number when applied to your application, the number of Shares you will be allotted will be rounded up to the nearest whole number of Shares. The Company shall promptly refund, without interest, any monies paid in respect of applications which are scaled back or rejected.
- 4.8 The Directors reserve the right, subject to the ASX Listing Rules, to expand the size of the Plan and to accept subscriptions above \$400,000.
- 4.9 If applications under the Offer total an amount less than \$400,000, this shortfall may be placed at the discretion of the directors subject to ASX Listing Rules.

5. Timetable

- 5.1 The indicative timetable for the Plan is as follows:

Event	Date
Record Date	5.00pm (WST) on 28 May 2015
Announcement Date	29 May 2015
Dispatch of Offer and Application Forms to Eligible Shareholders	2 June 2015
Opening date for acceptances	2 June 2015
Closing date for acceptances (Closing Date)	5.00pm (WST) on 19 June 2015
Allotment Date	By no later than 26 June 2015
Quotation of Shares on ASX	By no later than 30 June 2015
Dispatch of holding statements	30 June 2015

- 5.2 These dates are indicative only. The Company may vary the date and times of the Offer (including shortening or extending the Closing Date) without notice.
- 5.3 Shares allotted under the Plan will be issued no later than 5 business days from the close of the Offer. The Company will apply for the Shares allotted to be quoted on the ASX, within the relevant period specified in the ASX Listing Rules.

6. How to accept the Offer

6.1 Eligible Shareholders wishing to accept the Offer for Shares under the Plan have two payment options – by cheque or BPAY[®], details of which are set out below. Please do not forward cash. Receipts for payment will not be issued. Cheques will only be accepted if they are drawn in Australian currency on an Australian financial institution. Application money will not bear interest under any circumstances. The Company will pay any brokerage or transaction costs.

6.2 **To pay by cheque** you must:

- (a) complete the accompanying Application Form in accordance with the instructions set out in that form;
- (b) prepare a cheque for the appropriate amount in Australian dollars, payable to “Oro Verde Limited”;
- (c) send the Application Form and cheque to the Share Registry;

The completed Application Form and your cheque must be received by the Closing Date of 5.00pm (WST) on 19 June 2015. Applications received after that time may not be accepted.

6.3 **To pay by BPAY** you must use the personalised reference number shown on your Application Form which is required to identify your holding. If you make your payment using BPAY, you do not need to return your Application Form.

Eligible Shareholders should be aware that their own financial institution may implement earlier cut-off times with regards to electronic payment. It is the responsibility of each Applicant to ensure that the Application money is submitted through BPAY with sufficient time for it to be processed by their own financial institution and received by the Company no later than 3.00pm (WST) on the Closing Date.

6.4 By completing and returning the Application Form or paying by BPAY, you:

- (a) acknowledge that you have read and understood the terms and conditions of this Offer (including the risks) and subscribe for Shares in accordance with these terms and conditions;
- (b) acknowledge that your application will be irrevocable and unconditional (and cannot be withdrawn);
- (c) agree to pay the Issue Price per Share up to a maximum of the value selected on the Application Form (which cannot exceed \$15,000);
- (d) warrant you are an Eligible Shareholder;
- (e) warrant that you are eligible under all applicable securities laws to receive an offer under the Plan;
- (f) certify that you have not applied for Shares with an aggregate application price in excess of \$15,000 under the Plan or any similar arrangements in the 12 months prior to the date of application, even though you may have received more than one offer under the Plan or received offers in more than one capacity under the Plan;
- (g) authorise the Company (and each of its officers and agents) to correct any error in, or omission from, the Application Form and complete the Application Form by inserting any missing details;
- (h) acknowledge that the Company may at any time irrevocably determine that your application is valid, in accordance with these terms and conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (i) acknowledge that neither the Company, nor the Company’s share registry has provided any investment advice or financial product advice, and that neither has any obligation to provide this advice;
- (j) acknowledge that the Company (and each of its officers and agents) is not liable for any consequences of the exercise or non-exercise of its discretions referred to in paragraph 8 below; and
- (k) agree to be bound by the Company’s constitution.

7. Rights attaching to Shares

All Shares issued under the Plan will be issued on the same terms as the other Shares quoted on ASX and once issued, will rank equally with existing Shares. The Company will apply for the Shares to be quoted on ASX. It is anticipated that Shares issued under the Plan will be quoted on ASX on, or shortly after, the Allotment Date. Holding statements for the Shares issued under the Plan will be sent to Eligible Shareholders who have participated in the Plan. If you trade any Shares before you receive your holding statement, then you do so at your own risk.

8. Company's discretions regarding Applications

8.1 The Company has the right to accept or reject any applications under the Plan, including where:

- (a) an Application Form is incorrectly completed or incomplete or otherwise determined by the Company to be invalid;
- (b) a cheque is dishonoured or has not been completed correctly;
- (c) a cheque is not made out for the exact value of Shares you have selected on the Application Form;
- (d) the Application money is not submitted through BPAY within sufficient time for it to be received by the Company;
- (e) it appears that an Eligible Shareholder is applying for more than \$15,000 (in aggregate) of Shares;
- (f) an Application Form is received after the Closing Date (while the Company may accept late Application Forms and cheques, there is no assurance that it will do so. Late Application Forms and cheques, if not processed, will be returned to the shareholder's registered address); or
- (g) the Company reasonably believes that the applicant is not an Eligible Shareholder.

8.2 If the Company rejects, or partially rejects, an application or terminates the Plan, the Company will promptly return to the Eligible Shareholder the relevant subscription monies, without interest.

8.3 The Company reserves the right to waive strict compliance with any of the terms and conditions of the Offer.

8.4 If the Company is not satisfied with the Custodian Certificate, the Company cannot issue Shares to the custodian on behalf of the Participating Beneficiary.

8.5 The Company may determine, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant or application. A determination made by the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

8.6 The Company may change, suspend or terminate the Plan and Offer at any time whether because of a change of law, ASIC requirements or policy or any other relevant circumstance. If the Company does this, it will post a notice on its website and make an announcement to the ASX. Failure to notify shareholders of changes to or the suspension or termination of the Plan and Offer, will not invalidate the change, suspension or termination.

8.7 The Company reserves the right to issue no Shares or fewer Shares than an Eligible Shareholder applies for under the Plan if the Company believes the issue of those Shares would contravene ASIC requirements or policy, any law or any ASX Listing Rule.

9. Participation optional

Participation in the Plan is entirely at the option of each Eligible Shareholder. If you are in any doubt as to whether you should participate in the Plan or how such participation will affect you (including taxation implications), you should contact your professional adviser. The Company makes no recommendations as to the desirability or otherwise of your participation in the Plan.

10. Risk factors

- 10.1 Before deciding whether to accept the Offer, you should refer to the current market price of the Company's Shares, which can be obtained from daily newspapers, a stockbroker, a financial adviser or the ASX.
- 10.2 Owning shares in the Company is considered a speculative form of investment and that the future price of the Company's shares can rise or fall.
- 10.3 Shareholders should be aware that there is a risk that the market price of the shares may change between the date of this Offer and the date when the new shares are issued to you under the Plan. The value of the Shares you receive may rise or fall accordingly.
- 10.4 Shareholders should note that the Offer is not made under a prospectus or other disclosure document and does not require the type of disclosure required under the Corporations Act 2001 (*Cth*). Shareholders must rely on their own knowledge of the Company and previous disclosures made by the Company on the ASX. You should consult your professional adviser when deciding whether or not to accept the offer and participate in the Plan.

11. Privacy

- 11.1 By completing the Application Form, you will be providing personal information to the Company. The Privacy Act 1988 (*Cth*) governs the use of a person's personal information and sets out principles governing the ways in which organisations should treat personal information. The Company collects information about each applicant provided on an Application Form for the purposes of evaluating and processing the application and, if the application is successful, to administer the applicant's security holding in the Company. If the Company is obliged to do so by law, investors' personal information will be passed on to other parties strictly in accordance with legal requirements. Once personal information is no longer needed for the Company's records, the Company will destroy or de-identify it.
- 11.2 By submitting an Application Form, each applicant agrees that the Company may use the information provided by an applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

12. Dispute Resolution

- 12.1 The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, application or Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.
- 12.2 The Company reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of the Company under these conditions may be exercised by the Directors of the Company or any delegate of the Directors of the Company.

13. Questions and Contact Details

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser or Brett Dickson, Company Secretary on +61 8 9481 2555.