



Conditional Placement and Significant Company Updates

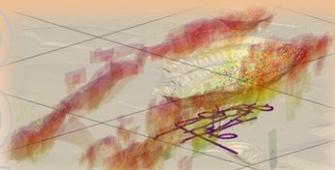
Highlights:

- Conditional placement term sheet signed to raise \$3 million at an issue price of approximately \$0.0127 per share for 19.9% of the Company
- Non-binding letter of intent signed with Northern Star Resources Limited (ASX:NST) to process ore from the Plutonic Dome Gold Project (Farm-in/JV with Dampier Gold Limited, ASX:DAU)
- Entech Pty Ltd appointed as Feasibility Study manager for K2 Development project
- Term sheet signed with specialist bauxite development company potentially to divest Ord's Sarco bauxite project, Laos
- Bruce McInnes appointed as Executive Director Finance

Overview:

Ord River Resources Limited (ASX:ORD, "Ord") is pleased to provide an update towards the current corporate and technical activities of Ord.

Mr Frank Zhu, Managing Director commented "2014 has brought about a year of rapid growth for Ord in terms of both corporate and technical activities for the company. Ord has achieved its initial stated objective of becoming a gold focussed exploration company dedicated to development as a means to deliver shareholder value. Through the commencement of the Feasibility Study at K2 and entering into a letter of intent for toll treatment with Northern Star, Ord is rapidly progressing towards being a producer. Additionally, through the potential placement and divestment of the Sarco Bauxite Project, additional funding may be secured to focus on the development of K2."



ASX Announcement:

25/02/2014

Australian Securities Exchange

Code: ORD

Board of Directors:

Frank Zhu
Managing Director

Graham McGeagh
Non-Exec Chairman

Bruce McInnes
Exec Director Finance, Deputy
Chairman

Michael P Lee
Non-Exec Director

A. Anthony McLellan
Non-Exec Director

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Conditional Placement:

Ord has signed a Conditional Placement Term Sheet to raise \$3 million by way of the issue of shares in the Company to a proposed investor.

The principal terms of the arrangement are as follows:

1. The investor will pay \$3,000,000 for 237,045,507 ordinary shares in the Company.
2. The share issue price will be approximately \$0.0127 per share.
3. Upon completion, the investor will hold 19.9% of the Company, based on the Company's current issued share capital;
4. The agreement is conditional on the following:
 - (a) An independently prepared feasibility study to mine K2, satisfactory to the investor;
 - (b) Ord securing project or debt financing of \$3,000,000 (conditional only upon the placement monies being received); and
 - (c) Relevant regulatory approvals.
5. The investor has three months to conduct due diligence and be satisfied by the conditions precedent.
6. Either Ord or the investor can withdraw from the arrangement at any time prior to subscription.

If completed, the proceeds from the placement will be used to progress to mining the Plutonic Dome Gold Project, K2 deposit, in Western Australia subject to Farm-in/JV with Dampier Gold Ltd.

Toll treatment of ore at Plutonic mill:

Northern Star Resources Limited ("Northern Star") has provided a non-binding letter of intent to enter into negotiations for a toll treatment agreement with Ord, under which Northern Star will process ore from Ord's Plutonic Dome Gold Project (Farm-in/JV Dampier Gold). Northern Star's Plutonic project has a processing plant with 3mtpa capacity. The terms of any such agreement are yet to be defined.

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Figure 1: Plutonic Processing Plant



Figure 2: K2 Open Pit



Figure 3: K2 Decline

Entech Pty Ltd appointed as Feasibility Study Manager:

Entech Pty Ltd (“Entech”) has been appointed as Feasibility Study manager for K2 Development Project. Entech has extensive experience in study management and project development. Recent projects conducted by Entech include: Underground study for Sirius Resources, Definitive Feasibility Study for Sandfire Resources DeGrussa Copper Project and Reserve Estimations for Northern Star Resources’ Paulsons Gold Mine.

K2 Development Project is the most advanced opportunity within the broader Plutonic Dome Gold Project area. The historical production from the K2 Open Pit was a total of 964,000t at 4g/t Au for 124,600oz Au.

The K2 underground currently consists of 840m of 4.5m wide by 4.5m high decline, driven from a boxcut with approximately 200m of level capital development. The decline development was conducted between 1997-98.

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Sarco Bauxite (49% Ord):

Ord has entered into a term sheet with an international specialist Bauxite company in respect of the possible sale of its Bauxite assets. In so doing, Ord has granted an exclusive Due Diligence period to the potential buyer which will expire midnight 28 March, 2014. During the exclusivity period, Ord has agreed not to solicit alternative offers or to enter into negotiations and the like with other potential buyers.

Appointment of Bruce McInnes as Executive Director-Finance:

Ord is pleased to appoint Bruce McInnes as Executive Director - Finance to reflect the increasing scale of activities of Ord. Mr McInnes will be responsible for the effective management of exploration and development focussed cash flows.

Global Resource:

The total global resource base for the Plutonic Dome Project has increased to:

7.7 million tonnes @ 3.13 g/t Au for 778,000 oz

Mineral Resources:

Deposit	OP/UG	Measured		Indicated		Inferred		Total		
		Tonnes (000's)	Au g/t	Tonnes (000's)	Au g/t	Tonnes (000's)	Au g/t	Tonnes (000's)	Au g/t	Ounces (000's)
*K2	UG	-	-	156	8.86	170	6.64	326	7.7	81
	Sub-total	-	-	156	8.86	170	6.64	326	7.7	81
**K2SE	OP	-	-	866	1.11	782	1.08	1,648	1.1	58
	Sub-total	-	-	866	1.11	782	1.08	1,648	1.1	58
**K3	OP	-	-	384	1.78	380	1.69	781	1.74	44
	Sub-total	-	-	384	1.78	380	1.69	781	1.74	44
**Marwest	OP	-	-	-	-	267	2.5	268	2.5	21
	Sub-total	-	-	-	-	267	2.5	268	2.5	21
***Trident	OP	-	-	-	-	-	-	-	-	-
	UG	-	-	854	6.2	1,356	4.8	2,210	5.3	379
	Sub-total	-	-	854	6.2	1,356	4.8	2,210	5.3	379
***K1	OP	593	2.0	123	1.9	171	3.7	888	2.3	66
	UG	-	-	-	-	-	-	-	-	-
	Sub-total	593	2.0	123	1.9	171	3.7	888	2.3	66
***ppp	OP	-	-	294	2.6	88	2.1	382	2.5	31
	UG	-	-	106	4	91	3.9	196	4	25
	Sub-total	-	-	400	3	179	3	579	3	56
***Cinnamon	OP	-	-	961	2.3	54	2.3	1,015	2.3	74
	UG	-	-	-	-	-	-	-	-	-
	Sub-total	-	-	961	2.3	54	2.3	1,015	2.3	74
	Total	593	2.0	3,744	3.20	3,359	3.3	7,697	3.13	778

Table 1: Plutonic Dome Gold Project Mineral Resources as at February 2014

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OP = open pit, UG = underground. Underground resources reported above a 3.0g/t Au cut-off.

** Resources reported in accordance with JORC 2012 Edition of Guidelines above a 3.0g/t Au cut-off grade.*

*** Resources reported in accordance with JORC 2012 Edition of Guidelines above a 0.5g/t Au cut-off grade.*

**** Resources reported in accordance with JORC 2004 Guidelines. OP= open pit resources, reported within optimised conceptual pit shells at \$1,700/oz gold price above a 0.5g/t Au cut off. UG= underground resources, reported above a 3.0 g/t Au cut-off grade.*

Due to rounding, tonnages and grades may not equate to exact contained ounces

Competent person's statement:

The information in this announcement that relates to Mineral Resources for Trident, K1, PPP and Cinnamon is based on information compiled and reviewed by Mr Graham de la Mare who is a Member of the Australian Institute of Geoscientists and full-time employee of RungePincockMinarco Limited. Mr Graham de la Mare has sufficient experience relevant to the style of mineralisation and type of deposit under consideration, and to the activity which he has undertaken, to qualify as a Competent Person as defined in the 2004 JORC Code. Mr de la Mare consents to the inclusion in this report of the matters based on this information in the form and context in which it appears.

The information in this announcement that relates to Mineral Resources for Marwest, K2, K2SE, K3 and Plutonic Dome Project Exploration Results is based on information compiled and fairly represented by Mr Jonathan King, consultant geologist, who is a Member of the Australian Institute of Geoscientists and employed by Geonomics Pty Ltd. Mr King has sufficient experience relevant to the style of mineralisation and type of deposit under consideration, and to the activity which he has undertaken, to qualify as a Competent Person as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr King consents to the inclusion in this report of the matters based on this information in the form and context in which it appears.

For further information, please contact:

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