



ORION METALS LIMITED

ANNUAL REPORT 2021

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ORION METALS LIMITED
ACN 096 142 737

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**ORION METALS LIMITED
ACN 096 142 737**

CORPORATE DIRECTORY

ORION METALS LIMITED

ABN: 89 096 142 737

ASX Code: ORM

Board of Directors

Dr Yi Yang – Non-executive Chairman
Mr Yu Zhou – Non-executive Director
Dr Feng Wu – Executive Director
Mr Bin Cai – Executive Director & CFO

Company Secretary

Mr Bill Lyne

Registered & Administrative Office

35 Hamish St
Calamvale QLD 4116

Contact Details

GPO Box 7115 Brisbane QLD 4001

Phone: 61 7 3272 1725

www.orionmetals.com.au

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CORPORATE DIRECTORY

Shares Registrar

Link Market Services Limited
Level 21
10 Eagle Street
Brisbane, Queensland
Phone: +61 13 0055 4474
Facsimile: +61 2 9287 0309

Banker

Westpac Banking Corporation
240 Queen Street
Brisbane, Queensland
Phone: +61 7 3227 2110

Lawyer

Ashurst Australia
Level 38
123 Eagle Street
Brisbane, Queensland
Phone: +61 7 3259 7000
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Auditor

BDO Audit Pty Ltd
Level 10
12 Creek Street
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CHAIRMAN'S REPORT TO SHAREHOLDERS

Orion Metals Limited experienced another quiet year during 2020-21 whilst the Company continued functioning as a small exploration entity.

Over the past 12 months, the Company has again carefully managed exploration and other expenditure following its strategic reduction of exploration activities, and tenement rationalization. As a result, there were no field operations conducted during the period, although the Company continued to observe regulatory requirements in all areas to ensure the on-going good standing of its tenements. It has also continued internal assessments across the tenements to ensure that it focused on low-cost and highly prospective core assets, or to look to dispose of those assets.

In addition, the Company has also used this period to evaluate funding opportunities, develop budgets reflective of the Company's strategic direction, and to arrange and prepare for key approvals and studies for its remaining Top Camp Project and the various statutory and stakeholder approvals required if it was decided to commence bulk sampling operations. However, towards the end of the financial year the Board decided that it was in the Company's best interests to accept an offer to sell this Project to Winfield Minerals Pty Ltd for around \$500,000, subject to a number of conditions including shareholder approval which will be put to a General Meeting in the near future.

The sale of Top Camp will enable the Directors to concentrate on investigating the acquisition of alternative assets to create long-term value for the benefit of all shareholders.

In the prior year we reported that the Board had decided that the best outcome for the Company would be the outright sale of the remaining 65% interest in the Tanami West Joint Venture Project to PVW Resources NL for \$250,000. An initial payment of \$130,000 was received last financial year and the balance of \$120,000 was received in February this year following completion.

On the funding side, further cash was raised during the financial year from the exercise of the balance of options held by the largest shareholder, Excellence Holdings HK Limited, which contributed \$154,000 into the Company's account, enabling continuity of corporate expenses and maintenance of tenement commitments. Excellence Holdings has also provided loan funds which at financial year-end aggregated a total of \$65,000 – at zero interest rate, unsecured and of no fixed term – pursuant to its undertaking to financially support to the Company for its ongoing operations when needed.

I also advise that since year-end Mr Bo Wang has resigned as a Non-Executive Director due to other commitments. The Board thanks Mr Wang for his contribution to the Company over the 5 years since his appointment. As a replacement Australian resident director Mr Yu Zhou has been appointed as a Non-Executive Director. Mr Zhou holds a Bachelor of Economics degree in International Banking and Finance from Tianjin University of Finance and Economics. After completing his degree he worked for a number of securities and investments companies, initially in China, then in Australia after

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CHAIRMAN'S REPORT TO SHAREHOLDERS

moving to Sydney a few years ago. Over the last couple of years he has acted as a consultant to the Company, particularly assisting with efforts to find JV partners or dispose of Orion's minerals leases, investigate potential new assets, and source new capital and other funding for the Company. We welcome Mr Zhou to the Board

In closing, I would like to once again take this opportunity to personally thank all the Board members and management team for their on-going hard work and dedication, and to thank all shareholders for their support, patience, and commitment to Orion Metals Limited.

Dr Yi Yang
Chairman
Orion Metals Limited

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ANNUAL REVIEW OF OPERATIONS

In 2020-21 the activities of Orion Metals Limited (Orion, ORM or the Company) were restricted, with no field operations or exploration due to a tightly constrained budget, although the Company continued to comply with regulatory requirements to maintain its tenure in good standing.

In August 2019 a Tenements Sale Agreement was executed between PVW Resources NL (PVW) and Orion's wholly-owned subsidiary, Rich Resources Investments Pty Ltd (RRI) under which RRI agreed to sell the 7 exploration tenements in the Tanami West Project to PVW Tanami Pty Ltd (PVWT) for a total of \$250,000. An initial payment of \$130,000 was received with the balance due on completion.

PVW continued the management and exploration of the Tanami West Project tenements whilst the Western Australian Department of Mines, Industry Regulation and Safety (WADMIRS) processed the transfer of the tenements to PVWT. During the transfer phase, Orion continued to cooperate and work with PVW to ensure all tenements were kept in good standing.

On 12 February 2021 the WADMIRS effected a 100% transfer of the Tanami West Project tenements to PVWT and the final payment of \$120,000 was received by Orion from PVW.

In March 2021 Orion entered into an exclusive binding Terms Sheet in respect of the sale and purchase of the 4 mining leases (Tenements) comprising the Top Camp Project to Winfield Minerals Pty Ltd (Winfield) for a total of \$500,000 plus consideration for commitments and the securities held by the Queensland Department of Resources (QDoR).

Completion of the sale of the Tenements is conditional on satisfaction or waiver of the following conditions precedent:

- Indicative approval of the QDoR to the transfer of the Tenements
- Satisfactory due diligence by Winfield
- Approval of the shareholders of Orion to the sale of the Tenements

The Tenements constitute the remaining undertaking of the Company so sale of the Tenements will require shareholder approval pursuant to the ASX Listing Rules. The Company intends to dispatch notice of a General Meeting to approve the disposal of the Tenements as soon as practicable.

Directors consider that the sale of the Top Camp Project is in the best interests of the Company and will allow the Company to concentrate on acquiring alternative assets to further increase value for the benefit of all shareholders.

ORM PROJECTS BRIEF

There are two current Project areas in Australia within which ORM had, until recently, and currently retains an interest in, exploring for gold, REE (rare earth elements) and base metals (refer Figure 1: Project Location Map, and Table 1: Tenement Schedule).

1. *Top Camp Project:*

Located 40km south west of Cloncurry in Queensland, the Top Camp Project consists of 4 granted mining leases. All the leases are 100% ORM held. The Project is considered prospective with both the untested historic alluvial gold fields, and high quality primary Iron Oxide-Copper-Gold (IOCG) targets, located on mining leases within the world class base metal province of Cloncurry, Queensland.

2. *Tanami West Project:*

The Tanami West Project remains a highly prospective under-explored package of gold tenure located in the Tanami region of NE Western Australia. It consists of 7 granted tenements

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ANNUAL REVIEW OF OPERATIONS

covering 107 sub-blocks over 321 km². Shortly before financial year-end completion of the sale of this Project and transfer of the tenements to PVWT was finalised.

Figure 1: Project Location Map

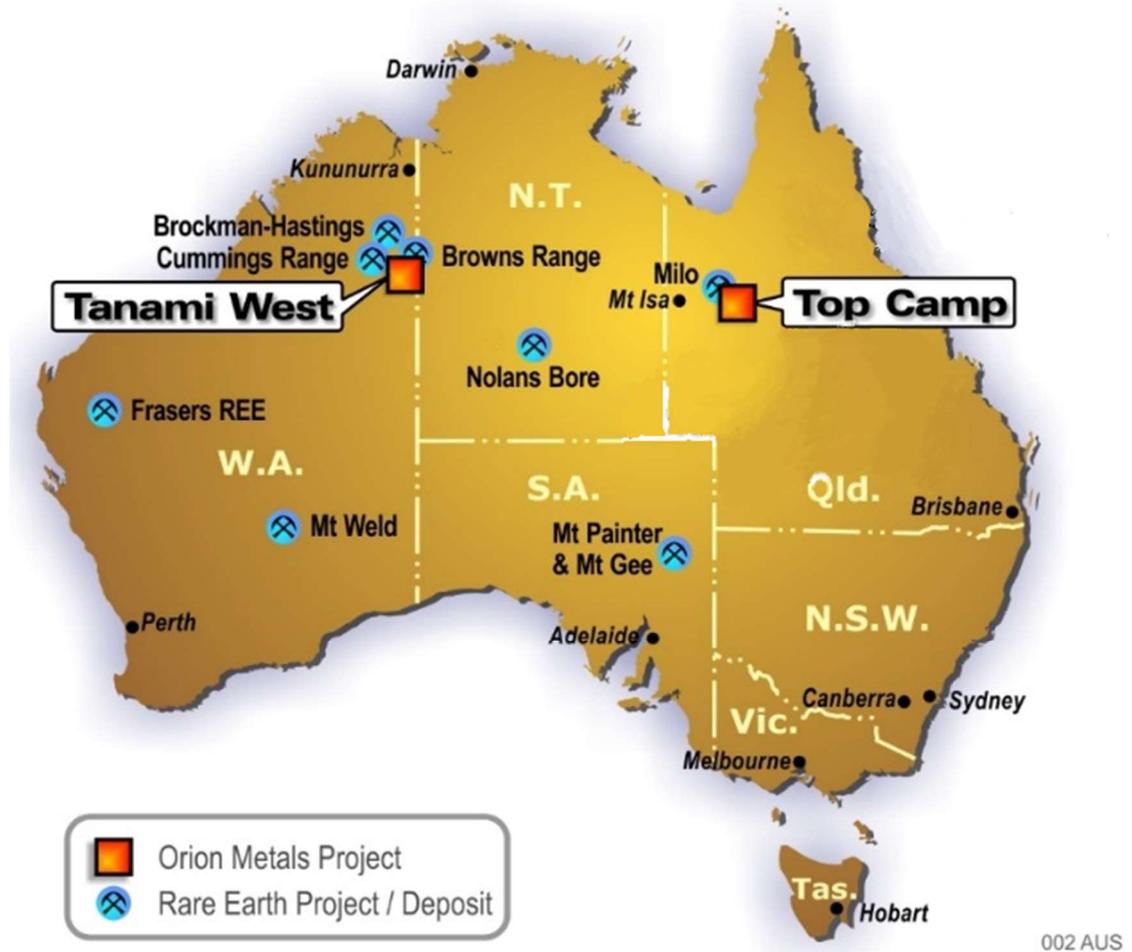


Table 1: ORM Tenement Schedule

ORM TENEMENT LIST at 28 February 2021						
Tenement ID	Location	Registered Holder	Status	Granted Date	Expiry Date	Area (Hectares)
TOP CAMP PROJECT - QLD						
ML 2764	SSW of Cloncurry	ORM 100%	Granted	19/01/1989	31/01/2025	103
ML 2785	SSW of Cloncurry	ORM 100%	Granted	6/02/1992	28/02/2022	129.2
ML 2786	SSW of Cloncurry	ORM 100%	Granted, Renewal lodged	15/02/1990	28/02/2021	70
ML 2792	SSW of Cloncurry	ORM 100%	Granted	6/02/1992	28/02/2022	103.5
*Orion Metals has entered into an exclusive binding Terms Sheet with Winfield Minerals Pty Ltd on 5th March 2021 in respect of the sale and purchase of the 4 mining leases comprising the Top Camp Project.						

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EXPLORATION ACTIVITIES

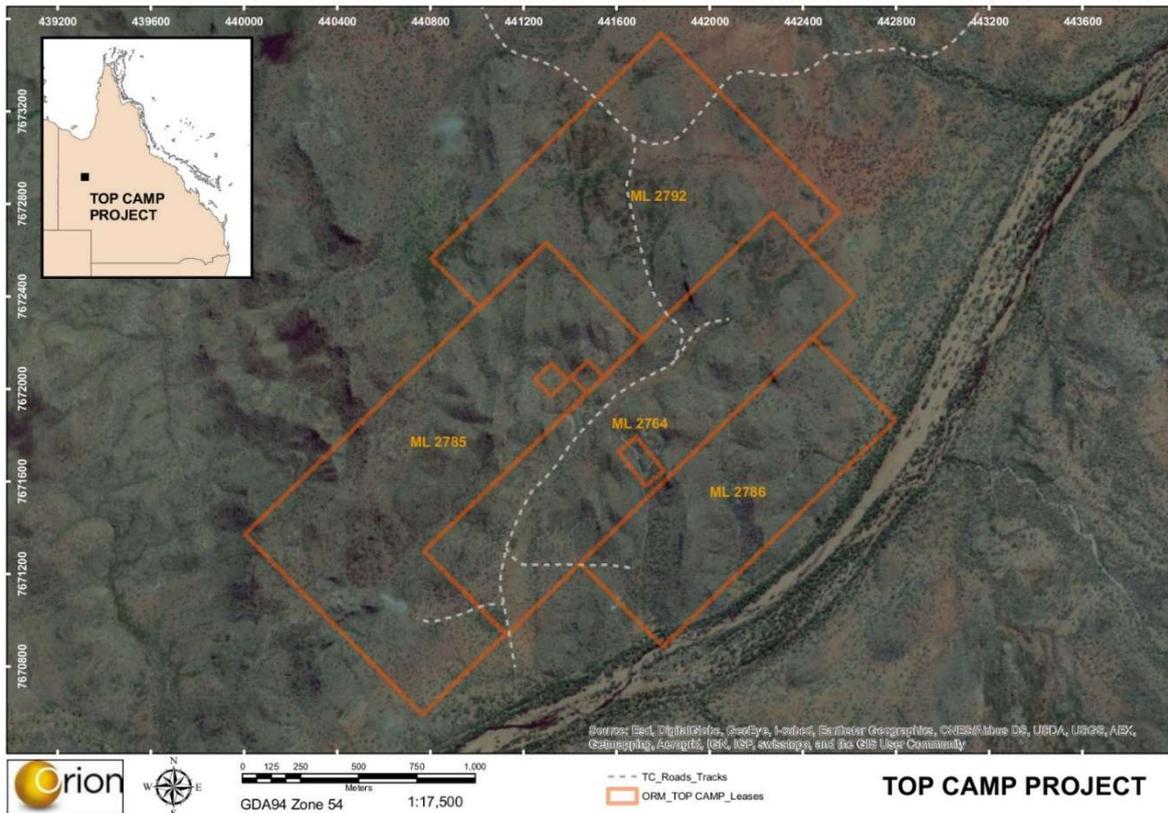
Top Camp Project, Queensland

Top Camp Project consists of four, contiguous, granted mining leases which total over 405 hectares in area. All four leases are 100% held by ORM. The granting of these leases dates back to the late 1980's, early 1990's, and is the site of the late 1800's original Cloncurry alluvial gold field.

ORM considers there is an opportunity for an alluvial gold operation at Top Camp. The Project is considered prospective for IOCG type deposits in addition to the alluvial gold potential.

There has not been any on-ground exploration conducted this reporting period. Figure 2 is a satellite image of the general Project area showing the tenement outlines.

Figure 2: Top Camp Project area and tenement holdings



Note: ORM mining leases are outlined in orange, and lie adjacent to the Cloncurry River, ~40km S of Cloncurry.

Tanami West Project, Western Australia

During the 2018-19 reporting period PVW took over management of exploration on the tenements following the execution of the Joint Venture agreement with Orion. With the sale of Orion's remaining interest in the project in August 2019, PVW have been managing the transfer to PVWT.

PVW also engaged with the Aboriginal traditional owners of the area (the Tjurabalan Native Title Land Aboriginal Corporation) to discuss a heritage protection agreement and the proposed exploration work

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program. Seismic survey data reprocessing and interpretation was undertaken to assist interpretation of regional structural controls on mineralisation.

With completion and transfer of the tenements to PVWT shortly before financial year-end the Company no longer has an interest in this Project.

Competent Person Declaration

The information in this report that relates to Exploration Results is based on information compiled by Mr Robin Wilson, a part-time consultant of Orion Metals Limited, who is a member of the Australasian Institute of Mining and Metallurgy. Mr Wilson has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Wilson consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

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CORPORATE GOVERNANCE STATEMENT

The Australian Securities Exchange (“ASX”) Listing Rules require listed companies to include in their Annual Report, or post on their website and release on the ASX, a statement disclosing the extent to which they have complied in the reporting period with the recommendations of the ASX Corporate Governance Council (“Recommendations”) set out in the 4th Edition of their ‘Corporate Governance Principles & Recommendations’ published in February 2019.

These Recommendations are guidelines designed to improve the efficiency, quality and integrity of listed companies. The Recommendations are not prescriptive so that if a company considers that a recommendation is inappropriate having regard to its own circumstances, the company has the flexibility not to follow it. Where a company has not followed any of the Recommendations, their Corporate Governance Statement (“Statement”) must identify which Recommendations have not been followed and give reasons for not following them.

The Board of Orion Metals Limited (“Company”) has implemented the Recommendations insofar as they are relevant to the size of the Company and the nature of its activities at the present time. Details of the Company’s compliance and the reasons for any non-compliance are addressed in this Statement which, together with the Company’s Corporate Governance Charter (“Charter”), its various policies, and other information for shareholders, is available on the Company’s website: www.orionmetals.com.au

Role of the Board

The Board’s primary responsibility is to oversee the Company’s business activities and management for the benefit of all shareholders which it accomplishes by:

- establishing corporate governance and ethical business standards;
- setting and monitoring objectives, goals and strategic direction with a view to maximising shareholder value;
- approving and monitoring budgets and financial performance;
- ensuring adequate internal controls exist and are appropriately monitored for compliance;
- ensuring significant business risks are identified and appropriately managed;
- approving financial and other reporting, and announcements prior to lodgement with the ASX and release to shareholders;
- ensuring the composition of the Board is appropriate, selecting directors for appointment to the Board and reviewing the performance of the Board and the contributions of individual directors; and
- setting remuneration policy and evaluating the performance of senior executives.

Board Composition

The current Board comprises non-executive directors: Dr Yi Yang, appointed 22 July 2016 who is the Company’s Chairman, and Mr Yu Zhou, appointed 11 March 2021, and 2 executive directors: Dr Feng Wu, appointed 22 July 2016, who is responsible for compliance and Mr Bin Cai, appointed 25 July 2012, who is also the Chief Financial Officer (“CFO”) and acts as the Chief Executive Officer (“CEO”) when required.

The Board considers that an independent director is a non-executive director who meets the criteria for independence included in the Recommendations. So, on this basis, there are no independent directors at the present time as Dr Yi Yang is a controller of the Company’s largest shareholder and Mr Yu Zhou has worked for companies associated with both Dr Yang and Mr Bin Cai in recent years.

The Board has not at this time set any specific materiality thresholds in relation to directors on the basis that such are considered subjective, may depend on each relevant situation and do not impact on independence criteria.

The Board believes that, given the size of the Company and its stage of commercial maturity, it is not practical to appoint any additional independent directors to the Board and considers industry

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experience and specific expertise, as well as general corporate experience, to be more important attributes of its Board members than independence at this time.

The Board also does not consider it necessary yet to address Board succession in view of the fact that most of the directors are associated in some way or are shareholder nominees and any changes at the present time will be directed by those shareholders. If the Company's activities increase in size, nature and scope, the composition and size of the Board will be reviewed periodically to ensure it comprises the optimum number of directors required to adequately supervise the Company's business.

All current directors have a broad range of qualifications, experience and expertise in managing companies, including those involved in minerals exploration, as set out in the Directors' Report and the following matrix of the Board's assessment of their current skills and diversity:

Skills & Experience		Diversity / Demographic Background	
Corporate governance	High	<i>Gender</i>	
Strategic planning	High	Male	4
International	High	Female	0
Mining/exploration industry	Medium	<i>Age</i>	
Risk management	High	25-40	0
Financial management	High	41-55	3
Technology/IT	High	56-70	1
Digital/social media	High	Over 70	0
Leadership	High	<i>Ethnicity</i>	
Legal	Medium	Aboriginal or Torres Straits Islander	0
Stakeholder relationships	High	Asian	4
		White/Caucasian	0
		Other	0

There is no requirement for any director to have a shareholding in the Company, however a majority of the current directors do hold indirect interests in the Company's shares and half are the nominees of substantial shareholders in the Company.

Both non-executive directors' and executive directors' remuneration is set by the Board at what they consider to be relatively modest levels compared to similar companies and, for non-executive directors, is well within the aggregate amount payable approved by shareholders, being \$300,000 last approved at the Annual General Meeting ("AGM") in June 2011. The Company does not have any equity-based remuneration scheme.

The evaluation of individual director's performance is undertaken when considered appropriate. No such evaluation was undertaken in the most recent reporting period given the nature of the appointments to the current Board.

Directors have written agreements with the Company setting out the terms of their appointment as directors. However, the 2 executive directors do not have any written agreement as to the terms and conditions of their executive roles and responsibilities as the Board considers this unnecessary given they are shareholder nominee appointments. Senior executive staff are employed under written contractual arrangements.

All directors, apart from one with the responsibilities of a Managing Director, are subject to shareholder re-election following initial appointment and by rotation at least every three years. The Company's Constitution provides that one-third of the directors retire by rotation each AGM. Those directors who are retiring may submit themselves for re-election by shareholders, including any director appointed to fill a casual vacancy since the date of the last AGM.

The Board considers that as most of the current directors are nominees of major shareholders, and the other is well-known to the Chairman, there is no need to undertake any in-depth probity or other background checking of either new director appointees or candidates for election by shareholders. However, brief biographical details, qualifications, experience and other relevant information about directors standing for election or re-election are provided in the AGM Notice. Similarly, there has not

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yet been an occasion when there was a need to undertake appropriate background checks on any senior executive appointments.

New directors are provided with copies of all relevant Company documents and policies governing the Company's business, operations and management, at the time of joining. However, the Company is not yet in a position to facilitate all directors undertaking site visits; nor to provide appropriate professional development opportunities for directors to assist in their roles. Nevertheless, Directors are encouraged to personally undertake appropriate training and refresher courses conducted by the Australian Institute of Company Directors.

Access to Independent Professional Advice

The Company acknowledges that directors may require high quality information and advice on which to base their decisions and considerations. With the prior approval of the Chairman, all directors have the right to seek independent legal and other professional advice at the Company's expense concerning any aspect of the Company's operations or undertakings in order to fulfill their duties and responsibilities as directors. If the Chairman is unable or unwilling to give approval, majority Board approval will be sought.

Board Processes

The Board of the Company meets on an occasional basis. The agenda for these meetings is prepared by the Company Secretary in conjunction with the Chairman and the other directors. Relevant information is circulated to directors in advance of Board meetings.

The Company Secretary is accountable directly to the Board on matters to do with the proper functioning of the Board. However, his communications are restricted because both the Chairman and some other directors do not comfortably speak or read English. In this regard, the Company has a process in place whereby all relevant matters being discussed at Board or shareholder meetings in Chinese are translated into English at the time so that they can be understood by the Company Secretary and, when applicable, by shareholders, properly recorded in the minutes and actioned as necessary. Similarly, all relevant correspondence and documentation is translated into the Chinese language to assist Directors' understanding and, where applicable, is translated from Chinese into English for the Company's records.

Board Committees

The Company does not have at this time any of the recommended committees covering audit, risk, remuneration or nomination. The full Board of directors undertakes the functions of these individual committees to the extent that the directors consider necessary. Given the composition of the Board and the size of the Company it is considered that individual committees are not presently warranted; however it is expected that when the Company's operations expand some of these committees may be established.

The Board's oversight of corporate reporting is augmented by the function of the external Auditors. In addition, performance of the incumbent Auditors is reviewed from time-to-time and the Board ensures that the audit engagement partner is rotated as statutorily required.

Role of Management

The Board has delegated responsibilities and authorities to the executive directors and senior staff to enable management to conduct the Company's day-to-day activities. Matters which are not covered by these delegations, such as approvals which exceed certain limits or do not form part of the approved budget, require Board approval.

An evaluation of the performance of senior management will be undertaken at a meeting of the Board of the Company when considered necessary, by the non-executive director and the Chairman. This is

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considered to be an appropriate process as the Company is still in the minerals exploration stage therefore it is not possible to evaluate performance against revenue or profit targets. No evaluation was undertaken in the most recent reporting period.

Details of the Company's remuneration practices in relation to key management personnel ("KMP") are set out in the audited Remuneration Report section of the Directors' Report. In summary, the remuneration structure for KMP is dictated by the Board and is based on a number of factors including market remuneration for comparable companies and the particular qualifications, experience and skills of the individuals concerned.

Ethical Standards

As part of the Board's commitment to the highest standard of conduct, the Company has adopted a Code of Conduct to guide executives, management and employees in carrying out their duties and responsibilities. The Code of Conduct is incorporated within the Charter and encompasses:

- responsibilities to shareholders;
- compliance with laws and regulations;
- relationships with clients, customers and consumers;
- conflicts of interest;
- employment practices; and
- responsibilities to the community.

All directors are also required to adhere to a Corporate Ethics Policy - which is included in the Charter as well - covering the ethical and legal requirements in relation to their conduct as directors both within the Company and externally to other parties.

The Board has resolved that the relevant sections of the Charter, particularly the Code of Conduct, Corporate Ethics Policy, and continuous disclosure obligations should also extend to cover all executives, employees and consultants of the Company.

In addition, the Company has a Whistleblower Policy - to encourage reporting of any unlawful, unethical or irresponsible behaviour - and an Anti-bribery & Corruption Policy - to manage issues relating to such activities. Both these are available on the Company's website.

The Company also established some years ago a Share Trading Policy - posted on the Company's website - under which directors and KMP are restricted from dealing in Company shares when they are in possession of price sensitive information and during specified periods before or after the release of half and full-year financial results.

Diversity

The Board has approved a workplace Diversity Policy in compliance with the Recommendations but cognizant of the constraints of a mining exploration company, particularly in relation to gender diversity. This Policy is available on the Company's website.

The Policy outlines measurable objectives for achieving gender diversity over the longer term: these are:

- *Employment Balance* - aiming to increase the proportion of women directors on the Board, in senior management and in the organisation overall, including contractors and consultants.
- *Non-Traditional Roles* - increasing the number of women working in non-traditional roles, employed through focused recruitment - very relevant in a mining exploration company.
- *Development & Promotion* - provide equal opportunities for both men and women to attend training and development courses - and to be promoted purely on merit.
- *Remuneration* - equity in pay regardless of gender.
- *Flexible Work Practices* - removal of differentiation between genders - eg, with maternity/parental leave or compassionate leave - and opportunities to work from the home

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environment (which might assist where there are young children or aged relatives that need some care at times).

- *Discrimination & Harassment* - curbing practices which might prejudice employees because of their gender through appropriate training.

The Board acknowledges that for a relatively small Company, with limited resources, the achievement of many of these goals over the short-term is difficult, but they are kept under review. No specific targets or timeframes have been established, and no achievements identified.

At the date of this Statement the Company has 4 directors, all male, and 1 full-time employee who is male. The Company also engages 4 part-time contract staff of which 2 are male and 2 female. In addition the Board notes the ethnic and cultural diversity of the Company's current directors, staff and contractors.

Continuous Disclosure & Shareholder Communication

The Board is committed to the promotion of investor confidence by ensuring that trading in the Company's securities takes place in an efficient, competitive and informed market. In accordance with continuous disclosure obligations under the ASX Listing Rules, the Company has procedures in place to ensure that all price sensitive information is identified, reviewed by management and disclosed to the ASX in a timely manner. These procedures are also detailed in the Charter. All information disclosed to the ASX is posted on the Company's website.

The Company's directors and executives have a well-established practice in place to circulate internally for checking and verifying information and reports that are to be released to the market, particularly where they are not audited or reviewed by the external Auditors.

Shareholders are forwarded the Company's Annual Report, if requested, and documents relating to each General Meeting, being the Notice of Meeting, any Explanatory Memorandum and a Proxy Form, and shareholders are invited to attend these meetings. Shareholders may elect to receive communications electronically. The Company's external Auditors are also required to be present at the AGM to answer any queries shareholders may have with regard to the audit and preparation and content of the Audit Report.

However, the Company has not as yet designed and implemented a specific investor relations program to facilitate effective two-way communication with shareholders because the Board considers the above practices are adequate at the present time.

In compliance with the Recommendations, the Company has also introduced a process whereby all substantive resolutions at a shareholders' meeting will be decided by a poll rather than by a show of hands.

Managing Business Risk

The Board constantly monitors the operational and financial aspects of the Company's activities and is responsible for the implementation and ongoing review of business risks that could affect the Company. Duties in relation to risk management that are conducted by the Board include but are not limited to:

- initiate action to prevent or reduce the adverse effects of risk;
- control further treatment of risks until the level of risk becomes acceptable;
- identify and record any problems relating to the management of risk;
- initiate, recommend or provide solutions through designated channels;
- verify the implementation of solutions; and
- communicate and consult internally and externally as appropriate.

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The Board has identified the material business risks which might affect the Company, has developed a policy for the management of those risks and has delegated responsibilities for managing those to the executive directors and relevant staff.

At the present stage of its development the Board believes that the Company does not have any material exposure to economic, environmental and social sustainability risks.

The Board has not reviewed the Company's risk management framework on an annual basis, but rather has adopted the approach of review as and when considered necessary in view of the relatively benign nature of the risks relevant to this early phase of the Company's development.

In addition, in accordance with section 295A of the Corporations Act 2001, the person or persons performing the roles of CEO and CFO are required to provide declarations to the Board in relation to each financial period that in their opinion:

- the financial records of the Company have been properly maintained, and
- the financial statements comply with the accounting standards, and give a true and fair view of the Company's financial position and performance

and, as required by the Recommendations, that:

- the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Company does not have an internal audit function in view of the very small staff size and the Board considers the executive directors are able to adequately oversee the risk management and internal control processes. With the planned growth in business the Board has also requested that the executive design and implement when required a risk management and internal control system to more adequately manage the Company's material business risks and to report to the Board on matters relating to risks, including the effectiveness of that risk management system.

This Statement is current as at 19 May 2021 and was approved by the Board of Directors of Orion Metals Limited on that date.

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SHAREHOLDER INFORMATION

Additional information required by the Australian Securities Exchange (ASX) and not shown elsewhere in the Annual Report, current as at 17 May 2021, is advised hereunder.

Stock Exchange Quotation

The Company's shares are quoted on the ASX (Home branch: Sydney) under the code "ORM".

Classes of Securities

The Company has the following equity securities on issue:

ASX quoted: 545,097,443 ordinary shares, each fully paid, held by 372 shareholders
Unquoted: Nil

Voting Rights

The voting rights attaching to ordinary shares are set out in Rule 27 of the Company's Constitution and are summarised as follows:

- Subject to the Constitution, a holder of ordinary shares in the Company shall be entitled to be present at any meeting, and to vote in respect of ordinary shares held by him. Any member present at any meeting may decline to vote on any question put to that meeting, but in that case shall not be considered absent from the meeting.
- At any meeting every member present in person or by proxy or by attorney or, in the case of a body corporate, representative appointed pursuant to Section 250D of the Corporations Act shall be entitled:
 - (a) on a show of hands, to one vote; and
 - (b) on a poll, to one vote for each share of which he is the holder.

Holders of options have no voting rights until such options are exercised.

Restricted Securities

There are no restricted securities on issue.

On-market Buy-backs

There is no current on-market buy-back of any securities.

Distribution of Security Holders

Distribution of shares and the number of holders by size of holding are:

Shareholding Range	Number of Holders	Ordinary Shares	
		Number of Shares	Percentage of Shares
1-1,000	42	11,907	0.002%
1,001-5,000	152	442,798	0.081%
5,001-10,000	50	378,586	0.070%
10,001-100,000	99	3,356,127	0.616%
100,001 and over	29	540,908,025	99.231%
Totals	372	545,097,443	100.000%

There are 232 shareholders with less than a marketable parcel of 9,616 shares (based on a closing share price of \$0.052) who together hold 713,291 shares.

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SHAREHOLDER INFORMATION

Twenty Largest Security Holders

The names of the 20 largest shareholders, the number of shares and the percentage of capital each holds, are:

Rank	Shareholder	Holding	Percent
1	EXCELLENCE HOLDINGS HK LIMITED	400,000,000	73.38
2	AUSTRALIA CONGLIN INTERNATIONAL INVESTMENT GROUP PTY LTD	91,852,948	16.85
3	JIEN MINING PTY LTD	23,065,000	4.23
4	MR CONGLIN YUE	13,629,628	2.50
5	J P MORGAN NOMINEES AUSTRALIA LIMITED	3,367,652	0.62
6	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,425,211	0.26
7	MR IANAKI SEMERDZIEV	1,294,988	0.24
8	VICTORY CREST PTY LIMITED <SAMUEL TUSA FAMILY NO 2 A/C>	999,391	0.18
9	P W ENGLISH & ASSOCIATES PTY LTD < SUPER FUND>	946,667	0.17
10	SILVERGATE CAPITAL PTY LTD <SILVERGATE CAPITAL UNIT A/C>	660,000	0.12
11	CITICORP NOMINEES PTY LIMITED	517,655	0.09
12	BROUGHTON MINERALS PTY LTD	500,000	0.09
13	MR PETER CAMERON SYMONS	378,333	0.07
14	XENOLITH PTY LTD <XENOLITH SUPER FUND A/C>	291,352	0.05
15	TA SECURITIES HOLDINGS BERHAD	245,090	0.04
16	GA & AM LEAVER INVESTMENTS PTY LTD <GA & AM LEAVER S/FUND A/C>	232,516	0.04
17	MR ROGER ADRIAN ALDRED PARKER & MRS MARGARET DENISE PARKER	228,000	0.04
18	MR ABEL MARIA BELO DO ROSARIO & MRS NOREEN MARIA ROSARIO	179,167	0.03
19	MR RAYMOND JAMES LEVER	153,850	0.03
20	MR GLENN RAYMOND SCHLOSS	135,000	0.02
Totals		540,102,448	99.05

Substantial Shareholders

The names of substantial shareholders who have notified the Company in accordance with section 671B of the Corporations Act are:

Holder	Number of Shares
Excellence Holdings HK Limited	400,000,000
Conglin Group	105,482,576

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ORION METALS LIMITED

ACN 096 142 737

DIRECTORS' REPORT

AND

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 28 FEBRUARY 2021

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ORION METALS LIMITED
ACN 096 142 737

DIRECTORS' REPORT

Your Directors present their report on the consolidated entity consisting of Orion Metals Limited (the Company) and its controlled entities at the end of, or during the year ended, 28 February 2021.

1. THE DIRECTORS

The following persons were directors of the Company during the financial year and up to the date of this report:

Dr Yi Yang

Non-Executive Chairman

Appointed 22 July 2016

Qualifications

PhD in Philosophy

Experience

Dr Yi Yang was previously a government officer in the Central China Government and is now a director of numerous enterprises in China. He has many years' experience as a fund manager who managed up to RMB1 billion and AUD200 million. Dr Yang was the founder and Executive Chairman of Beijing Wayfield Investment Co. Ltd in 2004 that has financially backed Excellence Holdings HK Limited in which he has a 50% interest and is a director. Wayfield Investment is a registered financial institution by the Asset Management Association of China.

Special responsibilities

Chairman

Interest in Shares and Options

400,000,000 shares held by Excellence Holdings HK Limited

Directorships held in other listed entities

None

Dr Feng Wu

Executive Director (Compliance)

Appointed 22 July 2016

Qualifications

PhD in Law

Experience

Dr Feng Wu was previously a Prosecutor of the Supreme People's Procuratorate of China. He founded a successful law practice in China in 2000 and provides services for state owned enterprises and large businesses. He is a director of several other companies in China and is also Executive Chairman of Beijing Electronics Technology Ruida Co., which is a subsidiary of China Electronics Corporation, the largest Chinese state owned IT enterprise and a global top 500 IT company. Dr Wu also has a 50% interest in Excellence Holdings and is a director.

Special responsibilities

Compliance

Interest in Shares and Options

400,000,000 shares held by Excellence Holdings HK Limited

Directorships held in other listed entities

None

ORION METALS LIMITED
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DIRECTORS' REPORT

1. THE DIRECTORS (Cont'd)

Mr Yu Zhou

Non-Executive Director

Appointed 11 March 2021

Qualifications

Bachelor of Economics (International Banking & Finance) Tianjin University of Finance & Economics

Experience

Mr Yu Zhou was appointed as a Non-Executive Director to replace Mr Bo Wang as the second Australian resident director. After completing his degree Mr Zhou worked for a number of securities and investments companies, initially in China – including Beijing Wayield Investment Co. Ltd (2006-2015) – then in Australia – including Australia Cayenne Holdings Pty Ltd (2015-2019) – after moving to Sydney. Over the last couple of years he has acted as a consultant to the Company, particularly assisting with efforts to find JV partners or dispose of Orion's minerals leases, investigate potential new assets, and source new capital and other funding for the Company.

Special responsibilities

None

Interest in Shares and Options

None

Directorships held in other listed entities

None

Mr Bin Cai

Executive Director

Appointed 25 July 2012 (and previously Director 30 April 2012 ~ 31 May 2012)

Qualifications

Master of Finance & IS

Experience

Mr Cai is the Managing Director of Conglin International Investment Group Pty Ltd based in Brisbane. He has a record of successful strategic investments in emerging Australian resources companies based on his long experience in resources investment. Prior to joining the Conglin Group Mr. Cai had eight years' experience with The China Investment Bank.

Special responsibilities

Chief Financial Officer

Interest in Shares and Options

6,250 shares held by Australia Cayenne Holdings Pty Ltd.

Directorships held in other listed entities

Director of Carpentaria Resources Limited (previously Carpentaria Exploration Limited), 15 May 2011 ~ 16 May 2018

Alternate Director of Northern Minerals Limited, appointed 29 August 2013 ~ continuing

ORION METALS LIMITED
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DIRECTORS' REPORT

1. THE DIRECTORS (Cont'd)

Mr Bo Wang

Non-Executive Director

Appointed 22 July 2016; resigned 11 March 2021

Qualifications

B.Com. (Accounting) University of Canberra
M. Management University of NSW

Experience

Mr Bo Wang has held several positions in Australian and Chinese companies and is currently Executive Chairman of Boran (Tianjin) Financial Leasing Pty Ltd. He is studying for a Doctor of Psychology at Peking University.

Special responsibilities

None

Interest in Shares and Options

None

Directorships held in other listed entities

None

Company Secretary

Bill Lyne

Appointed 19 January 2010

Qualifications

BCom, CA, FGIA, FAICD, FFIN

Experience

Mr Lyne is the principal of Australian Company Secretary Service, providing company secretarial, compliance and governance services to public companies. He is secretary of a number of other listed companies and has a wealth of experience in corporate governance principles and practice.

Directorships held in other listed entities

Director of Jumbo Interactive Limited appointed 30 October 2009 ~ 31 March 2021

2. PRINCIPAL ACTIVITIES OF THE CONSOLIDATED ENTITY

The principal activity of the consolidated entity is the exploration for Rare Earth Elements (REE), including Heavy Rare Earth Elements (HREE), and gold. There have been no significant changes in the nature of the principal activities during the year.

3. OPERATING RESULTS

The net result of operations of the consolidated entity for the year ended 28 February 2021 was a loss of \$224,574 (2020 – loss of \$531,667) which included:

- exploration and evaluation expenses \$52,951 (2020: \$84,723),
- personnel expenses of \$340,346 (2020: \$339,021).

Exploration expenditure during the year focussed on the Tanami West and Top Camp Projects and totalled \$52,951 (2020: \$84,723). All exploration expenditure incurred during the year was expensed.

ORION METALS LIMITED
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DIRECTORS' REPORT

The consolidated entity's strategy for future years remains under review. Directors have been assessing the entity's portfolio of assets and determining whether to continue the exploration, evaluation and development of each mineral project, and/or to sell or relinquish non-core assets.

4. DIVIDENDS

The directors do not recommend the payment of a dividend and no amount has been paid or declared by way of a dividend since 28 February 2021 and to the date of this report.

5. REVIEW OF ACTIVITIES AND BUSINESS STRATEGIES

During 2020/21 the consolidated entity continued to conserve funds through further reductions in costs and exploration activities, and the rationalisation of its tenements.

In May 2020 Orion raised \$21,000 from the exercise of 4,200,000 options at an exercise price of 0.5 cents each, and in October 2020 a further \$154,000 was raised from the exercise of the remaining 30,800,000 options. No more options are outstanding.

The Company's funding requirements have been further supplemented by loans from major shareholder Excellence Holding HK Limited which at balance date aggregated \$65,000. These loans are at zero interest rate, unsecured and for no fixed term.

Project activities are summarised as follows:

Tanami West Project

In August 2019 Orion and its wholly owned subsidiary Rich Resources Investments Pty Ltd (RRI) entered into a Tenements Sale Agreement with PVW Resources NL (PVW) and PVW Tanami Pty Ltd (PVW Tanami) for the Tanami West Project for \$250,000. An initial deposit of \$130,000 was received by Orion on 3 September 2019, with the balance due on completion. All regulatory requirements have since been completed, transfer of the titles was effected on 12 February 2021 and the final payment of \$120,000 was then received.

Top Camp Project

Top Camp is the Company's remaining Project which is prospective in view of the untested historic alluvial gold fields, and high quality primary Iron Oxide-Copper-Gold (IOCG) targets, located on mining leases within the world class base metal province of Cloncurry, Queensland.

Funding issues have severely constrained Orion's capacity to develop this Project, both in terms of exploration and mining. Despite the funding challenges, the Company continues to ensure all statutory approvals are in place to facilitate development of the Top Camp alluvial gold bulk sampling project.

Whilst the Company still retains its interest in the Top Camp Project, since financial year-end it has signed a binding Terms Sheet to sell this Project (see section 8).

6. OUTLOOK

Major shareholder, Excellence Holdings HK Limited, has undertaken to provide continued financial support to Orion Metals for their ongoing operations over the next twelve months. A 2021-2022 exploration and expenses budget has been constructed to guide the Company through this financial year.

With the impending sale of the Top Camp Project the Directors will be concentrating their efforts towards acquiring alternative assets to further increase value for the benefit of all shareholders of the Company.

ORION METALS LIMITED
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DIRECTORS' REPORT

7. SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Other than stated elsewhere in this report, there were no significant changes in the state of affairs of the consolidated entity during the financial year.

8. EVENTS SUBSEQUENT TO REPORTING DATE

On 5 March 2021 Orion entered into an exclusive binding Terms Sheet with Winfield Minerals Pty Ltd (Winfield) in respect of the sale and purchase of the 4 mining leases comprising the Top Camp Project for \$500,000 purchase price plus consideration to cover relevant costs incurred or committed and also an amount being the value of various securities provided by the Company to, and currently held by, the Queensland Department of Resources (QDoR) in respect of the Tenements.

Completion of the sale of the Tenements is conditional on satisfaction or waiver of the following conditions precedent:

- Indicative approval of the QDoR to the transfer of the Tenements
- Satisfactory due diligence by Winfield
- Approval of the shareholders of Orion to the sale of the Tenements

The Tenements constitute the remaining undertaking of the Company so sale of the Tenements will require shareholder approval pursuant to the ASX Listing Rules. The Company intends to dispatch notice of an Extraordinary General Meeting to approve the disposal of the Tenements as soon as practicable.

Directors consider that the sale of the Top Camp Project is in the best interests of the Company and will allow the Company to concentrate on acquiring alternative assets to further increase value for the benefit of all shareholders.

On 11 March 2021 Non-Executive Director Mr Bo Wang resigned due to other commitments and to pursue other activities and Mr Yu Zhou has been appointed as his replacement.

Other than the above, there have been no matters or circumstances that have arisen since the end of the financial year which significantly affected or could significantly affect the operations of the consolidated entity, the results of those operations or the state of affairs of the consolidated group in future financial years.

The Directors continue to monitor the situation with the COVID-19 pandemic and consider that at the present time there is no potential impact on the Company's operations. The health, safety and wellbeing of staff and contractors is a high priority, and all are currently working from home. In the meantime, the Directors are actively monitoring the unfolding situation worldwide and ensuring compliance with the latest directives and guidelines issued by the Australian state and federal governments.

9. LIKELY DEVELOPMENTS

Directors will continue investigating potential new operating and investment opportunities, including advanced developed projects, and sources of funding to enable the Company to continue operations over the next twelve months and provide increased benefits within the short term.

ORION METALS LIMITED
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DIRECTORS' REPORT

10. COMPANY HEALTH & SAFETY POLICY

Orion Metals places the health and safety of its people at work as the highest priority consideration above all others in the business environment. Orion's people are not only its staff and employees, but its various consultants and contractors.

Orion believes that a healthy workforce engaged in a safe and caring work environment, with a proactive safety culture will be a productive, and content workforce. We see this evolve towards improved business efficiency, and commercial success. We strive to create a culture where safety is a core value and where every individual takes responsibility for their own actions; and will act to prevent and stop unsafe occurrences or the actions of others.

In support of this policy, management accepts responsibility for the implementation of systems and processes to reduce safety risks in the workplace to as low as reasonably practicable. In order to achieve this goal, Orion has implemented an industry best practise HSE Management Plan. Where appropriate, complementary to this is a process of continued up-skilling of its workforce through industry and in-house education and training.

Orion's ultimate goal is the elimination of all incidents or events in the workplace which have the potential to produce injury, harm, or damage.

Orion encourages employee participation in all matters affecting the health and safety of our people and invites suggestions from our work force of ways in which health and safety can be improved.

11. ENVIRONMENTAL REGULATION AND PERFORMANCE

The consolidated entity is subject to and has complied with environmental regulation in relation to its mineral exploration activities in North Queensland and Western Australia during the reporting period. At the date of this report there have been no known breaches of any environmental obligations.

The following policy has been adopted as the official Environmental Policy of the consolidated entity for its activities throughout Australia:-

The consolidated entity is committed to being a leader in environmental excellence by:

- Minimizing the effect of its activities on the environment.
- Rehabilitation of disturbed areas using environmental best practices.
- Meeting and where necessary exceeding applicable laws, regulations and voluntary commitments.

In achieving these objectives the Company will:

- Comply with all applicable environmental laws, regulations and conditions, upholding the spirit of those laws and where the law does not adequately protect the environment, applying the most appropriate environmental standard to each area in which the Company operates.
- Ensure that it has in place management systems to identify, control, monitor and audit environmental risks arising from its operations, products and services.
- Liaise with governmental and other authorities at all levels to develop and maintain responsible and effective environmental policies, laws, regulations and standards.
- Communicate openly with government and the community on environmental issues.
- Ensure that all employees, contractors and suppliers are informed of this policy, aware of their environmental responsibilities and their role in assisting in the implementation of this policy.

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DIRECTORS' REPORT

12. SHARES UNDER OPTION

Shares issued on the exercise of options

No new options were issued during the year ended 28 February 2021 (2020: 35,000,000).

35,000,000 Orion Metals Limited ordinary shares were issued during the year at 0.5 cents per share fully paid as a result of the exercise of options over unissued shares in the Company.

	Exercise price	No. of options
Outstanding at the beginning of the year	0.5 cents	35,000,000
Expired unexercised	0.5 cents	-
Issued	0.5 cents	-
Exercised	0.5 cents	<u>(35,000,000)</u>
Outstanding at the end of the year	0.5 cents	<u><u>-</u></u>

13. DIRECTORS' MEETINGS

The number of directors' meetings held during the financial year and the number of meetings attended by each director whilst a director is as follows:

Directors	Meetings of Directors Held *	Meetings of Directors Attended
Dr Yi Yang	5	5
Dr Feng Wu	5	4
Mr Bo Wang	5	5
Mr Bin Cai	5	5

** at which eligible to attend*

14. REMUNERATION REPORT – AUDITED

Remuneration Practices

The consolidated entity's policy for determining the nature and amount of remuneration of key management personnel, including Board members, is set out below.

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DIRECTORS' REPORT

The remuneration structure for key management personnel, excluding non-executive directors, is set by the Board of Directors and is based on a number of factors including, market remuneration for comparable companies, particular experience of the individual concerned and overall performance of the consolidated entity. The contracts for service between the consolidated entity and key management personnel are on a continuing basis the terms of which are not expected to change in the immediate future. The consolidated entity retains the right to terminate contracts immediately by making payment of an amount based on the employee's years of service. Upon retirement or termination key management personnel, excluding non-executive directors, are paid employee benefits accrued to date of retirement or termination. Compensation is determined in accordance with the general remuneration policy. The manner of payment is determined on a case by case basis and is generally cash but a mix of non-cash benefits may be considered appropriate by the Board of Directors.

The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The board ensures that director and executive rewards satisfy the following key criteria:

- competitiveness and reasonableness
- acceptability to shareholders
- transparency.

The consolidated entity has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the organisation.

Key management personnel covered in this report

The following persons held their position during the whole of the financial period and up to the date of this report, unless otherwise stated

Non-executive and executive directors

Dr Yi Yang

Dr Feng Wu

Mr Bo Wang (*resigned 11 March 2021*)

Mr Yu Zhou (*appointed 11 March 2021*)

Mr Bin Cai

Other Key Management Personnel

Mr Bill Lyne (Company Secretary)

The remuneration framework is aligned to shareholders' interests through:

- a focus on sustained growth in share price and key non-financial drivers of value
- attracting and retaining high calibre executives.

The remuneration framework is aligned to employees' interests through:

- rewarding capability and experience
- reflecting competitive rates of remuneration in respect of skills and responsibility
- providing a clear structure for earning rewards
- providing recognition for contribution.

ORION METALS LIMITED
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DIRECTORS' REPORT

14. REMUNERATION REPORT – AUDITED (Cont'd)

Relationship between remuneration and Company performance

Because the Company is in exploration and not production, there is no direct relationship between the Company's financial performance and the level of remuneration paid to key management personnel.

Given that the remuneration is commercially reasonable, the link between remuneration, Company performance and shareholder wealth generation is tenuous, particularly in the exploration and development stage of a minerals company. Share prices are subject to the influence of international metal prices and market sentiment towards the sector and increases or decreases may occur independently of executive performance or remuneration. The Company may issue options to provide an incentive for key management personnel which, it is believed, is in line with industry standards and practice and is also believed to align the interests of key management personnel with those of the Company's shareholders.

Unless otherwise stated, service agreements do not provide for pre-determined compensation values or the manner of payment.

Except in so far as directors and other key management personnel hold options over shares in the Company, there is no relationship between remuneration policy and the Company's performance. The Company's share price was 5 cents as at 28 February 2021.

The table below sets out summary information about the Company's earnings and movements in shareholders' wealth for the five years to 28 February 2021:

Description	28 February 2021	29 February 2020	28 February 2019	28 February 2018	28 February 2017
Income	\$310,387	-	-	-	\$2,500
Net profit/(loss) before tax	(\$224,574)	(\$531,667)	(\$599,983)	(\$700,078)	(\$632,001)
Net profit(loss) after tax	(\$224,574)	(\$531,667)	(\$599,983)	(\$700,078)	(\$632,001)
Basic earnings/(loss) per share (cents)	(0.04)	(0.11)	(0.14)	(0.19)	(0.19)
Change in share price (cents)	3.7	0.6	0.2	0.025	(0.035)

There were no dividends paid or returns of capital by the Company during the year or previous 4 years.

Remuneration of the non-executive directors is approved by the Board and set in aggregate within the maximum amount approved by the shareholders from time to time. The fees have been determined by the Board having regard to industry practice and the need to obtain appropriately qualified independent persons. The aggregate pool of remuneration paid to non-executive Directors was approved by shareholders in 2011 and is currently \$300,000 per annum. The amount paid to non-executive directors in directors' fees and consulting fees while acting as non-executive directors is included in the table following.

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DIRECTORS' REPORT

14. REMUNERATION REPORT – AUDITED (Cont'd)

The key management personnel of Orion Metals Limited and the consolidated entity includes the directors of the parent entity and the Company Secretary Mr Bill Lyne.

2021 Remuneration

	Short-term employee benefits		Share Based Remuneration	Post Employment Benefits	Total	Performance Related %	% consisting of options
	Salary & fees	Bonus	Equity Settled Options*	Superannuation			
	\$	\$	\$	\$	\$	%	%
Dr Yi Yang	48,000	-	-	-	48,000	-	-
Dr Feng Wu	40,000	-	-	-	40,000	-	-
Mr Bo Wang	36,000	-	-	-	36,000	-	-
Mr Bin Cai	86,000	-	-	4,750	90,750	-	-
Other Key Management Personnel							
B. Lyne (Company Secretary)	30,515	-	-	-	30,515	-	-
Total	240,515	-	-	4,750	245,265	-	-

2020 Remuneration

	Short-term employee benefits		Share Based Remuneration	Post Employment Benefits	Total	Performance Related %	% consisting of options
	Salary & fees	Bonus	Equity Settled Options*	Superannuation			
	\$	\$	\$	\$	\$	%	%
Directors							
Dr Yi Yang	48,000	-	-	-	48,000	-	-
Dr Feng Wu	40,000	-	-	-	40,000	-	-
Mr Bo Wang	36,000	-	-	-	36,000	-	-
Mr Bin Cai	86,000	-	-	4,750	90,750	-	-
Other Key Management Personnel							
B. Lyne (Company Secretary)	29,784	-	-	-	29,784	-	-
Total	239,784	-	-	4,750	244,534		

As at reporting date there was \$709,896 (2020: \$561,895) owing to directors for directors' fees. There were no other transactions with or loans outstanding to key management personnel and their related parties for the year.

ORION METALS LIMITED
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DIRECTORS' REPORT

14. REMUNERATION REPORT – AUDITED (Cont'd)

Shareholdings of key management personnel

	Balance 1 March	Received as Remuneration	Options exercised	Net change other	Balance 28 February
Directors					
Dr Yi Yang	-	-	-	-	-
Dr Feng Wu	-	-	-	-	-
Mr Bo Wang	-	-	-	-	-
Mr Bin Cai	-	-	-	-	-

A related entity of directors Yang and Wu obtained 35,000,000 shares through the exercise of options during the period, and held 400,000,000 shares at the reporting date.

A related entity of Bin Cai held 6,250 shares at the reporting date; there were no changes to this shareholding during the period.

Other Key Management Personnel

B Lyne	-	-	-	-	-
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Option holdings of key management personnel

A related entity of directors Yang and Wu exercised 35,000,000 options during the year and held nil options at reporting date.

There were no other options held by key management personnel or their related entities at any time during the year.

Service Agreements

Remuneration and other terms of employment for key management personnel, other than the directors are formalised in service agreements. Details of these agreements are as follows:

Name: Yi Yang
 Title: Non-Executive Chairman
 Agreement commenced: 22 July 2016
 Term of agreement: Not specified
 Details: The Company has entered into an agreement with Yi Yang. Compensation is based on market-related compensation and there is no agreement by Orion Metals Limited to pay pre-determined compensation. There is also no agreement to pay Yi Yang any pre-determined amounts in the event of termination.

Name: Feng Wu
 Title: Executive Director (Compliance)
 Agreement commenced: 22 July 2016
 Term of agreement: Not specified
 Details: The Company has entered into an agreement with Feng Wu. Compensation is based on market-related compensation and there is no agreement by Orion Metals Limited to pay pre-determined compensation. There is also no agreement to pay Feng Wu any pre-determined amounts in the event of termination.

**ORION METALS LIMITED
ACN 096 142 737**

DIRECTORS' REPORT

14. REMUNERATION REPORT – AUDITED (Cont'd)

Name: Bo Wang
Title: Non-Executive Director
Agreement commenced: 22 July 2016; resigned 11 March 2021
Term of agreement: Not specified
Details: The Company has entered into an agreement with Bo Wang. Compensation is based on market-related compensation and there is no agreement by Orion Metals Limited to pay pre-determined compensation There is also no agreement to pay Bo Wang any pre-determined amounts in the event of termination

Name: Bin Cai
Title: Executive Director and CFO
Agreement commenced: 25 July 2012
Term of agreement: Not specified
Details: The company has entered into an agreement with Bin Cai to provide services on a fixed salary basis. There is no agreement by Orion Metals Limited to pay predetermined amounts in the event of termination other than statutory entitlements of long service leave and annual leave. No notice period has been specified.

Name: Bill Lyne
Title: Company Secretary
Agreement commenced: 19 January 2010
Term of agreement: Not specified
Details: The Company has entered into an agreement with Company Secretarial Services Pty Ltd for Bill Lyne to provide services on an as required basis, and fees are paid to the that company (which is a related entity of Mr Lyne). No notice period has been specified.

Remuneration Options

No key management personnel options were granted as remuneration during the year. (2020: nil) There were no cash bonuses or share based payment options granted during the year (2020: nil).

END OF REMUNERATION REPORT

15. NON-AUDIT SERVICES

**ORION METALS LIMITED
ACN 096 142 737**

DIRECTORS' REPORT

No amounts were paid or payable to the auditor for non-audit services provided during the year by the auditor.

16. INDEMNIFICATION AND INSURANCE OF OFFICERS OR AUDITOR

Each of the Directors and the Secretary of the Company have entered into a Deed with the Company whereby the Company has provided certain contractual rights of access to books and records of the Company to those Directors and Secretary.

The Company had insured all of the Directors and Officers (D&O) of Orion Metals Limited. The contract of insurance prohibited the disclosure of the nature of the liabilities covered and amount of the premium paid; the Corporations Act 2001 does not require disclosure of the information in these circumstances. However, since the previous D&O insurance expired in August 2020 the Company has not been able to obtain continuance or replacement of the D&O cover and the Directors continue to try and effect such cover.

The Company has not indemnified or insured its auditor.

17. PROCEEDINGS ON BEHALF OF COMPANY

No person has applied for leave of court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The Company was not a party to any other such proceedings during the year.

18. AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration for the year ended 28 February 2021 has been received and forms part of this directors' report and can be found on page 14.

This report is made in accordance with a resolution of the Directors.

Signed:



BIN CAI
Director

19 May 2021

ORION METALS LIMITED

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AUDITOR'S INDEPENDENCE DECLARATION



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DECLARATION OF INDEPENDENCE BY C K HENRY TO THE DIRECTORS OF ORION METALS LIMITED

As lead auditor of Orion Metals Limited for the year ended 28 February 2021, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Orion Metals Limited and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read 'C K Henry', is written over a light grey grid background.

C K Henry
Director

BDO Audit Pty Ltd

Brisbane, 19 May 2021

ORION METALS LIMITED
ACN 096 142 737

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 28 FEBRUARY 2021

	Note	2021	2020
		\$	\$
Other income	5	310,384	-
Other expenses	6	(141,664)	(108,092)
Personnel expenses	6	(340,346)	(339,021)
Exploration and evaluation expense		(52,951)	(84,723)
Loss from operating activities		(224,577)	(531,836)
Finance income	5	3	169
Finance costs		-	-
Net finance income		3	169
Profit/(loss) before income tax		(224,574)	(531,667)
Income tax	7	-	-
Profit/(loss) after income tax		(224,574)	(531,667)
Other comprehensive income		-	-
Total comprehensive income		(224,574)	(531,667)
Profit/(loss) attributable to: the owners of the company		(224,574)	(531,667)
Total comprehensive income attributable to: the owners of the company		(224,574)	(531,667)
Basic earnings/(loss) per share (cents per share)	13	(0.04)	(0.11)
Diluted earnings/(loss) per share (cents per share)	13	(0.04)	(0.11)

The Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the Notes to the Financial Statements

ORION METALS LIMITED
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CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 28 FEBRUARY 2021

	Note	2021 \$	2020 \$
Current Assets			
Cash and cash equivalents	8	70,488	55,376
Other assets	9	18,875	13,009
Total Current Assets		89,363	68,385
TOTAL ASSETS		89,363	68,385
Current Liabilities			
Trade and other payables	10	826,281	771,681
Employee benefits		95,311	79,359
Total Current Liabilities		921,592	851,040
TOTAL LIABILITIES		921,592	851,040
Net liabilities		(832,229)	(782,655)
Deficit			
Issued capital	11	15,547,717	15,372,717
Reserves	12	467,838	467,838
Accumulated losses		(16,847,784)	(16,623,210)
Total deficit		(832,229)	(782,655)

The Consolidated Statement of Financial Position should be read in conjunction with the Notes to the Financial Statements

ORION METALS LIMITED
ACN 096 142 737

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 28 FEBRUARY 2021

	Issued Capital \$	Options reserve \$	Accumulated losses \$	Totals \$
Balance at 1 March 2019	15,212,717	467,838	(16,091,543)	(410,988)
Profit /(Loss) after income tax	-	-	(531,667)	(531,667)
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	(531,667)	(531,667)
Transactions with owners in their capacity as owners				
Shares issued during the year	160,000	-	-	160,000
Share issue costs	-	-	-	-
Balance at 29 February 2020	15,372,717	467,838	(16,623,210)	(782,655)
Balance at 1 March 2020	15,372,717	467,838	(16,623,210)	(782,655)
Profit /(Loss) after income tax	-	-	(224,574)	(224,574)
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	(224,574)	(224,574)
Transactions with owners in their capacity as owners				
Shares issued during the year	175,000	-	-	175,000
Balance at 28 February 2021	15,547,717	467,838	(16,847,784)	(832,229)

The Consolidated Statement of Changes in Equity should be read in conjunction with the Notes to the Financial Statements

ORION METALS LIMITED
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CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 28 FEBRUARY 2021

	Note	2021 \$	2020 \$
Cash Flows From Operating Activities			
Receipts from government subsidies		20,384	-
Receipts from GST		15,055	18,715
Payments to suppliers and employees		(322,262)	(299,146)
Exploration and evaluation expense		(58,068)	(119,055)
Interest received		3	169
Proceeds from sale of RRI's 65% interest in Tanami West Project		120,000	130,000
Net Cash Provided By/ (Used In) Operating Activities	18	<u>(224,888)</u>	<u>(-269,317)</u>
Cash Flows From Financing Activities			
Proceeds from issues of equity securities		175,000	160,000
Proceeds from related party		65,000	-
Net Cash Provided By/ (Used In) Financing Activities		<u>240,000</u>	<u>160,000</u>
Cash Flows From Investing Activities			
Net Cash Provided By/ (Used In) Investing Activities		<u>-</u>	<u>-</u>
Net Increase/(Decrease) In Cash and Cash Equivalents		15,112	(109,317)
Cash and Cash Equivalents opening balance		<u>55,376</u>	<u>164,693</u>
Cash and Cash Equivalents closing balance	8	70,488	55,376

The Consolidated Statement of Cash Flows should be read in conjunction with the Notes to the Financial Statements

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ORION METALS LIMITED
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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2021

1 REPORTING ENTITY

The financial statements of Orion Metals Limited for the year ended 28 February 2021 were authorised for issue in accordance with a resolution of the directors on 19 May 2021 and covers the Consolidated Entity consisting of Orion Metals Limited and its subsidiaries as required by the Corporations Act 2001. Orion Metals Limited is a for-profit entity for the purpose of preparing these financial statements.

The financial statements are presented in Australian dollars.

The address of the registered office and principal place of business is 35 Hamish St, Calamvale, Qld 4116.

2 BASIS OF PREPARATION

A. Statement of compliance

The financial statements are a general purpose financial report which has been prepared in accordance with Australian Accounting Standards (AASBs) and other authoritative pronouncements by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. The consolidated financial statements of the Consolidated Entity comply with the International Financial Reporting Standards (IFRSs) and interpretations adopted by the International Accounting Standards Board (IASB).

B. Basis of measurement

The financial statements have been prepared on the historical cost basis.

C. Use of estimates and judgements

The preparation of financial statements in conformity with AASBs requires management to make judgements, estimates and assumptions that effect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. There have been no critical estimates and judgements in applying accounting policies during the period that had a significant effect on the amounts recognised in the financial statements.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2021

2 BASIS OF PREPARATION (Cont'd)

Going concern

As at 28 February 2021 the Group had cash reserves of \$70,488. The Group has incurred a net loss after tax for the year ended 28 February 2021 of \$224,574 after exploration and evaluation expense of \$52,951. The net cash outflow from operations for the year was \$224,888. At 28 February 2021, the Group's current liabilities exceeded its current assets by \$832,229. This includes \$709,896 owing to directors. The Company raised \$175,000 during the year from the exercise of 35,000,000 options at \$0.005 by Excellence Holdings HK Ltd (EH). As at 28 February 2021 all options have been exercised.

The ability of the consolidated entity to maintain continuity of normal business activities and to pay its debts as and when they fall due is dependent on its ability to successfully raise additional capital and/or successful exploration and subsequent exploitation of areas of interest through sale or development. These circumstances give rise to the existence of a material uncertainty that may cast significant doubt on the consolidated entity's ability to continue as a going concern.

The directors believe that the going concern basis of preparation is appropriate due to the following factors:

- The parent company, Excellence Holdings HK Ltd, has pledged its continuing support for a minimum of 12 months from the date of issuing these financial statements.
- Subsequent to year end, Orion entered into an exclusive binding Terms Sheet with Winfield Minerals Pty Ltd (Winfield) in respect of the sale and purchase of the 4 mining leases comprising the Top Camp Project for \$500,000 purchase price - refer to note 22.
- \$709,896 of the payable balances relate to outstanding amounts owing to directors. The directors have pledged to not call upon directors fees owed for the next 12 months or until such time that the company has sufficient funds to pay the directors fees.

Should the Group be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements. This financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts or classification of liabilities and appropriate disclosures that may be necessary should the Group be unable to continue as a going concern.

3 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, and have been applied by all entities in the Consolidated Entity.

A. Basis of consolidation

The consolidated financial statements comprise the financial statements of Orion Metals Limited and its subsidiaries for the year ended 28 February 2021 ("the group"). Subsidiaries are entities (including structured entities) over which the group has control. The group has control over an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity, and has the ability to use its power to affect those returns. Subsidiaries are consolidated from the date on which control is transferred to the group and are deconsolidated from the date that control ceases.

All intercompany balances and transactions, including unrealised profits arising from intragroup transactions have been eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2021

B. Income tax

The charge for current income tax expense is based on the profit/loss for the year adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantively enacted by the reporting date.

Deferred tax is accounted for in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Current and deferred tax is recognised in the profit or loss, except where it relates to items recognised in the other comprehensive income or directly in equity. In this case the tax is recognised in the other comprehensive income or directly in equity respectively.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences or tax losses can be utilised.

C. Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the year end and which are unpaid. These amounts are unsecured and have 30-60 day payment terms. They are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

D. Impairment of Financial Assets

The consolidated entity recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2021

3 SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

E. Impairment of Non-Financial Assets

At each reporting date, the Consolidated Entity reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed in the profit or loss.

Where it is not possible to estimate the recoverable amount of an individual asset, the Consolidated Entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

F. Equity Settled Share Based Compensation

The Consolidated Entity may issue equity-settled share-based payments to directors and employees. The fair value of the equity to which employees become entitled is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account. The fair value of shares is ascertained as the market bid price. The fair value of options is ascertained using a valuation which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at each reporting date such that the amount recognised for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

G. Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

H. Other Income

Interest revenue is recognised using the effective interest rates applicable to the financial assets.

Government subsidies are recognised where there is reasonable assurance that the entity will comply with the conditions attached to the grant and the grant will be received.

I. Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST. Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2021

3 SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

J. Earnings per share

The Consolidated Entity presents basic and diluted earnings per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for the effects of all dilutive potential ordinary shares.

K. New, revised or amending Accounting Standards and Interpretations issued but not yet effective

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Consolidated Entity for the annual reporting period ended 28 February 2021. The adoption of these new or amended Accounting Standards and Interpretations will not have significant impact to the financial statements.

L. New, revised or amending Accounting Standards and Interpretations adopted during the year

The accounting policies adopted are consistent with those of the previous financial year. Other amendments and interpretations applied for the first time during the year, however these changes did not have an impact on the financial statements of the consolidated entity.

4 SEGMENT REPORTING

The Consolidated Entity has identified its operating segments based on the internal reports that are reviewed and used by the board of directors (chief operating decision makers) in assessing performance and determining the allocation of resources. The Consolidated Entity is managed primarily on a geographic basis, that is, the location of the respective areas of interest (tenements) in Australia. Operating segments are determined on the basis of financial information reported to the Board which is at the Consolidated Entity level. The Consolidated Entity does not have any products/services it derives revenue from.

Accordingly, management currently identifies the Consolidated Entity as having only one operating segment, being exploration. There have been no changes in the operating segments during the year. Accordingly, all significant operating decisions are based upon analysis of the Consolidated Entity as one segment. The financial results from the segment are equivalent to the financial statements of the Consolidated Entity as a whole.

	Consolidated Entity 2021	Consolidated Entity 2020
	\$	\$
5 OTHER INCOME		
Sale of Exploration Project	290,000	-
Government Grants- COVID subsidies	20,384	
Finance income	3	169
	310,387	169

The Sale of Exploration Project is in relation to tenements of Tanami West Project. The carrying amount of the exploration rights were impaired in full in prior years. The consideration of \$290,000 has been received. The proceeds represent a gain on sale of asset to the company.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2021

6 EXPENSES

Profit/(loss) before income tax expense has been determined after:

<i>Other expenses</i>		
Audit and accountancy fees	57,108	37,080
Legal fees	14,900	5,521
Share registry expenses and listing fees	46,388	33,178
Insurance	4,632	10,664
Travel and accommodation	-	1,035
Other miscellaneous costs	18,636	20,614
	141,664	108,092
<i>Personnel expenses:</i>		
Salaries and on-costs	128,281	123,169
Superannuation expense	10,450	10,873
Directors fees and consultancy fees	201,615	204,979
	340,346	339,021

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2021

	Consolidated Entity	Consolidated Entity
	2021	2020
	\$	\$

7 INCOME TAX

Components of tax expense/(benefit) comprise:

Current tax	-	-
Deferred tax	-	-
Income Tax Expense/(Benefit)	-	-

Numerical reconciliation of income tax benefit to prima facie tax payable

Loss from operations for the year	(224,574)	(531,836)
The prima facie income tax benefit on loss before income tax at a tax rate of 26% (2020: 27.5%)	58,389	152,242

Tax effect amounts which are not deductible/(taxable) in calculating taxable income:

Deferred tax asset not recognised on current year loss	(58,389)	(152,242)
Total income tax benefit	-	-

Net unrecognised deferred tax assets

Net Deductible temporary differences	(280,263)	(340,063)
Unused tax losses	5,312,201	5,755,418
Net unrecognised deferred tax asset	5,031,938	5,415,355

Gross amounts of items in net unrecognised deferred tax assets

Net Deductible temporary differences	86,058	86,058
Unused tax losses	19,884,659	19,606,142
Total unrecognised deferred tax assets	19,970,717	19,692,200

The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

The above potential tax benefit, which excludes tax losses, for deductible temporary differences has not been recognised in the statement of financial position as the recovery of this benefit is uncertain. The consolidated entity has no franking credits.

8 CASH AND CASH EQUIVALENTS AND OTHER FINANCIAL ASSETS

Cash at bank	70,488	55,376

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2021

	Consolidated Entity 2021 \$	Consolidated Entity 2020 \$
9 OTHER ASSETS		
Current		
Deposits	2,578	2,578
Prepayments	16,297	10,431
	18,875	13,009
10 TRADE AND OTHER PAYABLES		
Directors' fees payable	709,896	561,896
Related party payables	65,000	
Other	51,385	209,785
	826,281	771,681
11 ISSUED CAPITAL		
545,097,443 (2020: 510,097,443) fully paid ordinary shares	15,784,719	15,609,719
Transaction costs relating to share issues (net of tax)	(237,002)	(237,002)
	15,547,717	15,372,717

	Consolidated entity 2021		Consolidated entity 2020	
	#	\$	#	\$
Ordinary shares				
Balance at the beginning of the year	510,097,443	15,372,717	478,097,443	15,212,717
Share issues at \$0.005	35,000,000	175,000	32,000,000	160,000
Share issue costs	-	-	-	-
Balance at the end of the year	545,097,443	15,547,717	510,097,443	15,372,717

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

Share buy-back

There is no current on-market share buy-back.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2021

Capital risk management

The Consolidated Entity's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

In common with many other exploration companies, the parent raises finance for the Consolidated Entity's exploration and appraisal activities in discrete tranches. The Consolidated Entity's overall strategy remains unchanged from 2021.

The Consolidated Entity is not subject to externally imposed capital requirements.

12 RESERVES

	Consolidated Entity	Consolidated Entity
	2021	2020
	\$	\$
Options reserve		
Opening balance	467,838	467,838
Options issued	-	-
Closing balance	467,838	467,838

The option reserve account is to account for share based payments

13 EARNINGS PER SHARE

	2021	2020
	(Number)	(Number)
Weighted average number of shares used as the denominator in calculating basic and diluted earnings per share	523,282,922	488,337,880
	2021	2020
	\$	\$
Net loss after tax used in calculating basic earnings per share	224,574	531,667
Net loss after tax used in calculating diluted earnings per share	224,574	531,667

14 CONTROLLED ENTITIES

Investments in controlled entities

	Country of incorporation	Ownership 2021(%)	Ownership 2020(%)	Class of shares
Rich Resources Investments Pty Ltd	Australia	100%	100%	Ord
Broughton Orion Pty Ltd	Australia	100%	100%	Ord

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2021

	Consolidated Entity 2021 \$	Consolidated Entity 2020 \$
15 COMMITMENTS FOR EXPENDITURE		
The Company has certain obligations to expend minimum amounts on exploration in tenement areas (plus associated tenement rentals). These obligations may be varied from time to time and are expected to be fulfilled in the normal course of operations of the Company.		
Commitments for maintaining exploration tenements payable		
Exploration Commitments		
- Not longer than 1 year	-	-
- Longer than 1 year but not longer than 5 years	-	-
- Longer than 5 years	-	-
Tenement rentals		
- Not longer than 1 year	25,926	25,843
- Longer than 1 year but not longer than 5 years	37,519	60,349
- Longer than 5 years	-	-
	\$63,445	\$86,192

16 CONTINGENT LIABILITIES AND ASSETS

The possibility of native title claim applications at some future time, under the provisions of the Native Title Act (1993), may affect access to and tenure of exploration tenements. Any substantial claim may have an effect on the value of the tenement affected by the claim. No provision has been made in the accounts for the possibility of a native title claim application.

Otherwise the Directors are not aware of any contingent liabilities or contingent assets that are likely to have a material effect on the results of the Consolidated Entity as disclosed in these financial statements.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2021

	Consolidated entity 2021	Consolidated entity 2020
	\$	\$
17 RELATED PARTIES		
Key management personnel compensation		
Short term employee benefits	240,515	239,784
Post-employment benefits	4,750	4,750
	245,265	244,534

Amounts owing to related parties

As at 28 February 2021, \$701,896 of trade and other payables related to unpaid fees owed to directors and \$1,910 owed to related parties.

As at 28 February 2021, \$65,000 is payable to major shareholder Excellence Holding HK Limited. The loan is at zero interest rate, unsecured and for no fixed term.

Substantial shareholder transactions

35,000,000 shares were issued to substantial shareholder Excellence Holdings HK Limited during the year (EH) upon the exercise of 35,000,000 options at \$0.005 each. As at reporting date EH held 400,000,000 shares (2020: 365,000,000) in the Company and nil options (2020: 35,000,000).

18 CASH FLOW INFORMATION

	Consolidated Entity 2021	Consolidated Entity 2020
	\$	\$
<i>Reconciliation of cash flow from operations with profit / (loss) after tax</i>		
Profit / (loss) after tax	(224,574)	(531,667)
Non-cash flows:		
Changes in operating assets and liabilities		
Decrease in receivables	-	4,135
Decrease/(increase) in other assets	(5,865)	(6,034)
(Decrease)/increase in creditors and payables	(10,400)	254,682
(Decrease)/Increase in employee entitlements	15,951	9,567
	(224,888)	(269,317)
Net cash used in operating activities		

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2021

19 FINANCIAL INSTRUMENTS

Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expense are recognised, in respect of each class of financial asset, financial liability, and equity instrument are disclosed in Note 3 to the financial statements.

Financial risk management objectives

The financial risks of the consolidated entity include market risk (including currency risk and price risk), credit risk and liquidity risk. The consolidated entity does not hedge these risk exposures. The Consolidated Entity does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

Market risk

Market risk is the risk that changes in market prices such as interest rates and equity prices will affect the Consolidated Entity's income and value of its holdings.

The Consolidated Entity's activities expose it primarily to the financial risks of changes in interest rates on its cash and cash equivalents. It is the policy of the Consolidated Entity to manage their risks by continuously monitoring interest rates. There has been no change to the Consolidated Entity's exposure to market risks or the manner in which it manages and measures the risk from the previous period.

(i) Interest risk management

Interest rate risks are caused by fluctuations in interest rates which, in turn, are due to market factors.

Interest rate sensitivity

The Consolidated Entity's main interest rate risk arises from cash and cash equivalents. The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the consolidated entity's profit/loss before taxes through the impact on cash and cash equivalents and held to maturity investments with a decrease or an increase of 0.25% in interest rates.

Sensitivity

	Consolidated Entity	Consolidated Entity
	2021	2020
Cash and cash equivalents and other financial assets		
Effect on profit or loss before taxes		
Increase 0.25%	\$	\$
Decrease 0.25%		
	70,488	55,376

(ii) Price risk management

The Consolidated Entity did not hold any listed equity securities at reporting date.

	176	138
	(176)	(138)

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2021

19 FINANCIAL INSTRUMENTS (Cont'd)

Liquidity risk management

Liquidity risks are caused by the inability to raise the money needed to meet payment of liabilities as and when they fall due. The Consolidated Entity manages liquidity risk by maintaining of reserves and by continually monitoring forecast and actual cash flows and cash balances. The parent entity raises equity for the Consolidated Entity's exploration and appraisal activities in discrete tranches.

At 28 February 2021 and 29 February 2020, the only financial liabilities of the Consolidated Entity were trade payables and accruals. All trade payables and accruals have a contractual maturity of 6 months or less.

Credit risk management

In relation to financial assets, credit risk arises from the potential failure of counterparties to meet their obligations under a contract or arrangements. Credit risk for the Consolidated Entity arises from cash and cash equivalents and outstanding receivables. The Consolidated Entity is not exposed to any material credit risks and only trades with credit worthy third parties, outside of cash and cash equivalents which are all held with Australian related banks. The maximum exposure to credit risk is the carrying amount of the financial assets recognised in statement of financial position.

Fair values

The carrying amounts of all financial assets and liabilities primarily comprising cash and cash equivalents, trade and other receivables, and trade and other payables are stated at approximate their fair value due to their short term nature.

20 AUDITORS REMUNERATION

Amounts paid/payable for audit or review of the financial statements

	Consolidated Entity 2021 \$	Consolidated Entity 2020 \$
	47,028	30,080
	47,028	30,080

No other services were provided by the auditors during the year.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2021

21 OPTIONS

35,000,000 Orion Metals Limited ordinary shares were issued during the year at 0.5 cents per share as a result of the exercise of options over unissued shares in the Company.

Consolidated Entity

	2021		2020	
	No. of options	Weighted average exercise price (cents)	No. of options	Weighted average exercise price (cents)
Outstanding at beginning of year	35,000,000	0.5	67,000,000	0.5
Granted	-	-	-	-
Forfeited	-	-	-	-
Exercised	(35,000,000)	0.5	(32,000,000)	0.5
Outstanding at year-end	-	0.5	35,000,000	0.5
Exercisable at year-end	-	0.5	35,000,000	0.5

22 SUBSEQUENT EVENTS

On 5 March 2021 Orion entered into an exclusive binding Terms Sheet with Winfield Minerals Pty Ltd (Winfield) in respect of the sale and purchase of the 4 mining leases comprising the Top Camp Project for \$500,000 purchase price plus consideration to cover relevant costs incurred or committed and also an amount being the value of various securities provided by the Company to, and currently held by, the Queensland Department of Resources (QDoR) in respect of the Tenements.

Completion of the sale of the Tenements is conditional on satisfaction or waiver of the following conditions precedent:

- Indicative approval of the QDoR to the transfer of the Tenements
- Satisfactory due diligence by Winfield
- Approval of the shareholders of Orion to the sale of the Tenements

The Tenements constitute the remaining undertaking of the Company so sale of the Tenements will require shareholder approval pursuant to the ASX Listing Rules. The Company intends to dispatch notice of an Extraordinary General Meeting to approve the disposal of the Tenements as soon as practicable.

Directors consider that the sale of the Top Camp Project is in the best interests of the Company and will allow the Company to concentrate on acquiring alternative assets to further increase value for the benefit of all shareholders.

On 11 March 2021 Non-Executive Director Mr Bo Wang resigned due to other commitments and to pursue other activities and Mr Yu Zhou has been appointed as his replacement.

Other than the foregoing, no other matter or circumstance has arisen since 28 February 2021 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future years.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2021

23 PARENT ENTITY DISCLOSURES

	2021	2020
	\$	\$
Result of parent entity		
Profit/loss for the year	(238,575)	(263,089)
Other comprehensive income/(loss) for the year	-	-
Total comprehensive income	(238,575)	(263,089)
Financial position of parent entity at year end		
Current Assets	482,151	243,258
Total assets	482,151	243,258
Current Liabilities	943,933	631,465
Total liabilities	943,933	631,465
Net Assets	(461,782)	(388,207)
Total equity of the parent entity comprising :		
Issued capital	15,537,717	15,372,717
Reserves	467,838	467,838
Accumulated losses	(16,467,337)	(16,228,762)
Total equity	(461,782)	(388,207)

The Company's contingencies and commitments comprise tenement rentals and commitments for maintaining exploration tenements. The total commitments as at 28 February 2021 are \$276,205 (2020: \$204,816).

The Company has not entered into any guarantees.

24 COMPANY DETAILS

The Company's registered office and principal place of business is located at:

35 Hamish Street, Calamvale, Qld 4116

Company Secretary : Bill Lyne

ORION METALS LIMITED

ACN 096 142 737

DIRECTORS' DECLARATION

The Directors of the Company declare that:

1. The attached financial statements and notes are in accordance with the Corporations Act 2001, including :-
 - (a) complying with Australian Accounting Standards (including Australian Accounting Interpretations) and the Corporations Regulations 2001; and
 - (b) giving a true and fair view of the financial position as at 28 February 2021 and performance for the year ended on that date of the consolidated entity,
2. The financial statements also comply with International Financial Reporting Standards as disclosed in note 2.
3. The Remuneration Report as set out in the Directors' Report complies with Section 300A of The Corporations Act 2001.
4. The Chief Executive Officer and Chief Financial Officer have declared that:
 - (a) the financial records of the company for the financial year have been properly maintained in accordance with Section 286 of the Corporations Act 2001;
 - (b) the financial statements and notes for the financial year comply with the Australian Accounting Standards (including Australian Accounting Interpretations); and
 - (c) the financial statements and notes for the financial year give a true and fair view.
5. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.



BIN CAI
Director

Dated this 19th day of May 2021

INDEPENDENT AUDITOR'S REPORT

To the members of Orion Metals Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Orion Metals Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 28 February 2021, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

In our opinion the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

- (i) Giving a true and fair view of the Group's financial position as at 28 February 2021 and of its financial performance for the year ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report. We are independent of the Group in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 2 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

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Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 28 February 2021, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our auditor's report.

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Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 7 to 12 of the directors' report for the year ended 28 February 2021.

In our opinion, the Remuneration Report of Orion Metals Limited, for the year ended February 2021, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

BDO Audit Pty Ltd



C K Henry
Director

Brisbane, 19 May 2021

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