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**Orion Minerals** LIMITED

**and its Controlled Entities**

**ABN: 76 098 939 274**

**31 December 2020  
Interim Financial Report**

This interim financial report does not include all the notes of the type normally included in the annual financial report. Accordingly, this report is to be read in conjunction with the annual financial report for the year ended 30 June 2020 and any public announcements made by Orion Minerals Ltd during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

## Corporate Directory

### DIRECTORS

Mr Denis Waddell (Non-Executive Chairman)  
Mr Errol Smart (Managing Director/CEO)  
Mr Thomas Borman (Non-Executive Director)  
Mr Godfrey Gomwe (Non-Executive Director)  
Mr Alexander Haller (Non-Executive Director)  
Mr Mark Palmer (Non-Executive Director)

### COMPANY SECRETARY

Mr Martin Bouwmeester

### REGISTERED OFFICE

Suite 617  
530 Little Collins Street  
Melbourne, Victoria, 3000  
Telephone: +61 (0)3 8080 7170  
Website: [www.orionminerals.com.au](http://www.orionminerals.com.au)

### AUDITOR

BDO Audit Pty Ltd  
Level 18  
Tower 4, 727 Collins Street  
Melbourne, Victoria 3008

### SHARE REGISTER

Link Market Services Limited  
QV1, Level 2, 250 St Georges Terrace  
Perth, Western Australia 6000  
Telephone: +61 1300 306 089

### STOCK EXCHANGE LISTING

Primary listing:  
Australian Securities Exchange (ASX)  
ASX Code: ORN

Secondary listing:  
JSE Limited (JSE)  
JSE Code: ORN

### JSE SPONSOR

Merchantec Capital  
2<sup>nd</sup> Floor, North Block  
Corner 6<sup>th</sup> Road & Jan Smuts Avenue  
Hyde Park  
Johannesburg 2196

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## Directors' Report

The directors present their report together with the consolidated interim financial report for the half year ended 31 December 2020 and the independent auditor's review report thereon.

### DIRECTORS

The names of Orion Minerals Ltd Directors at any time during or since the end of the half year are:

Director	Designation	Appointed
<b>Non-executive</b>		
Mr Denis Waddell	Non-executive Chairman	27 February 2009
Mr Thomas Borman	Non-executive Director	16 April 2019
Mr Godfrey Gomwe	Non-executive Director	16 April 2019
Mr Alexander Haller	Non-executive Director	27 February 2009
Mr Mark Palmer	Non-executive Director	31 January 2018
<b>Executive</b>		
Mr Errol Smart	Managing Director	26 November 2012

### CORPORATE STRUCTURE

Orion Minerals Ltd (**Orion** or **Company**) is a public company limited by shares, that is incorporated and domiciled in Australia. The Company has prepared a consolidated interim financial report incorporating the entities that it controlled during the financial year, including those newly acquired (referred to as the **Group**).

### NATURE OF OPERATIONS AND PRINCIPAL ACTIVITIES

The principal activity of the Group during the half year was exploration, evaluation and development of base metal, gold and platinum-group element projects in South Africa (Areachap Belt, Northern Cape). The Company also holds interests in the Fraser Range Nickel-Copper and Gold Project in Western Australia and the Walhalla Polymetals Project in Victoria. There were no significant changes in the nature of the Group's principal activities during the half year.

### OPERATING RESULTS

The Group recorded a profit for the half year of \$0.1M (31 December 2019: loss of \$5.16M). The result is driven primarily by a \$2.94M unrealised foreign exchange gain, exploration expenditure incurred of \$1.04M which, under the Group's deferred exploration, evaluation and development policy, did not qualify to be capitalised and was expensed, finance income of \$1.25M and finance expenses of \$0.39M, principally related to loan interest of \$0.33M and Anglo American sefa Fund (**AASMF**) loan interest of \$0.06M.

Net cash used in operating and investing activities for the half year totalled \$4.20M (31 December 2019: \$8.44M) and included payments for exploration and evaluation investing activities of \$2.30M (31 December 2019: \$5.88M). The Group continues to focus strongly on the development of its Prieska Copper-Zinc Project in South Africa's Areachap geological terrane, Northern Cape (**Prieska Project**) and exploration within its Areachap Belt projects in South Africa. Net cash from financing activities totalled \$6.71M (31 December 2019: \$12.28M).

## Directors' Report (continued)

Cash on hand as at 31 December 2020 was \$3.71M (30 June 2020: \$1.22M).

The basic profit per share for the Group for the half year was 0.02 cents and diluted profit per share for the Group for the half year was 0.02 cents (31 December 2019: basic loss per share 0.20 cents and diluted loss per share 0.20 cents).

### REVIEW OF OPERATIONS

During the half year, Orion continued to progress its portfolio of South African base metal projects, with the main focus being on optimisation works, final permitting, pre-development activities and funding discussions for its flagship Prieska Project, located in the Northern Cape Province of South Africa.

This followed the completion of the Prieska Bankable Feasibility Study (**BFS**) completed in June 2019 (refer ASX release 26 June 2019) and the updated BFS completed in May 2020 (refer ASX release 26 May 2020).

Subsequent to the end of the half year, Orion announced on 2 February 2021 that it had entered into an agreement giving it exclusive rights and a clear pathway to acquire and consolidate a significant interest in an extensive copper mining complex, the Okiep Copper Complex (**OCC**), located approximately 570km north of Cape Town in the Northern Cape Province of South Africa.

This potentially significant growth opportunity could become a future second base metal production hub for Orion in the Northern Cape alongside the Prieska Project, which is located 450km east of OCC. The Company has also subsequently reported a maiden JORC compliant Mineral Resource for three deposits which form part of the OCC (refer ASX release 10 February 2021).

Further, Orion announced on 15 February 2021 that it had secured the right to acquire the freehold title to the partially furnished original O'Okiep Copper Mines head office and data archives housing detailed records of more than 60 years of high intensity and high-quality mining and exploration work undertaken across most of the Northern Cape region of South Africa.

The Option also includes the work undertaken by an Australian company to scan and digitise a significant proportion of the exploration and drilling records and produce preliminary digital models to evaluate selected targets. The cost of acquisition of data relating to OCC, which amounts to approximately half of the data acquisition price, is deductible from the OCC acquisition price announced on 2 February 2021.

The Option excludes some data covering approximately 30% of the area of the historic O'Okiep Copper Mines mining properties currently owned by third parties.

During the half year, the Company also progressed exploration activities at a number of near-mine and regional projects in the Areachap Province of the Northern Cape region, further strengthening the Company's growth pipeline surrounding the Prieska Project.

In the Fraser Range Province in Western Australia, Orion's joint venture partner, IGO Limited (ASX: IGO), continued air-core drilling of key nickel-copper targets, moving-loop electro-magnetic (**EM**) surveys and interpretation of a Passive Seismic survey. Preparations are continuing for drilling on key nickel-copper targets, with drilling scheduled to commence in Q4 FY2021.

The Company strives at all times to achieve a sustainable balance between intense operational effort and maintaining a strong focus on safety, environment and community.

## Directors' Report (continued)

### REVIEW OF OPERATIONS (continued)

#### Health and Safety, Environmental Management and Community Engagement

##### Health and Safety

One lost-time injury was reported during the half year period. The hours worked for the 6 months ended 31 December 2020 are shown in Table 1.

**Table 1: Hours worked at the Areachap Projects during the 6 months ended 31 December 2020 (South Africa).**

Category of work	6 months to December 2020 (hours)
Exploration	3,212
Mine re-entry	960
Contractors	1,844
<b>Total</b>	<b>6,016</b>

The lost-time injury frequency Rate (**LTIFR**) per 200,000 hours worked was zero for the 2020 calendar year. The Company continues to manage the risks from the COVID-19 pandemic in the workplace in line with mandatory and industry guidelines. As at December 2020, the South African Government moved the country to raised Alert Level 3 in line with increased rates of infection being observed countrywide.

No cases of infection with the SARS-Coronavirus 2 have been reported amongst any Company employees or contractors to date. Working from home, social distancing, periodic screening and testing for possible infection are the measures being used to reduce the risk for workplace transmission of the virus.

##### Environmental Management

A baseline of the environmental condition and surface disturbances on the Mining Right areas for the Prieska Project was documented and submitted to the mining authorities in October 2020. This was done to formally record the environmental state of the tenements prior to the Company taking physical control of them.

The baseline assessment recorded land disturbances resulting from prior quarrying and more recent construction activities undertaken by renewable energy facilities in the vicinity.

As the Prieska Project is located within the Square Kilometre Array Radio Telescope Project area – in which special licensing is required to undertake mining operations – the Company has continued to engage with the South African Astronomy Management Authority to ensure that compliance with special regulations is maintained.

##### Community and Stakeholder Engagement

Following the lifting of COVID-19 lockdown restrictions, regular Orion Siyathemba Stakeholder Engagement Forum (**OSSEF**) meetings and interactions resumed in September 2020 and continued throughout the remainder of the reporting period.

The September re-opening coincided with the appointment by Orion of a Community Social Development Trainee to represent the Company in Siyathemba.

As part of the Company's commitment to catalyse community leadership, an externally facilitated 4-day long 'Emerging Leaders' training program was held during September 2020. The program was well attended by members of the OSSEF and other community leaders from Siyathemba and Vanwyksvlei. A half-day follow up session of this 'Emerging Leaders' training program was held in November 2020.

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## Directors' Report (continued)

### REVIEW OF OPERATIONS (continued)

In October, the Company provided "Community Development and Business Ethics" training for members of the Stakeholder Engagement Forum (**SEF**). The training is designed to improve participants' knowledge of the expected standards of conduct when charged with the responsibility of undertaking community development initiatives.

The program will be followed up with other supplementary training to ensure the SEF members continue to improve their skills base in community development matters.

With the execution of the Vardocube mining right in October, which completed the permitting requirements for Prieska Copper Zinc Mine (**PCZM**), the Company has continued to facilitate regular meetings of the Copperton Land Use Forum and engaged with local landowners to ensure cooperation on safety, environmental, operational and access issues relating to the mine site.

The Company, in collaboration with other Corporate Social Investment Forum member organisations (Mulilo Prieska Solar Community Trust, Copperton Wind Farm, Enel Green Power (Garob Wind Farm), and GWK), organised and sponsored the Siyathemba Community Clean Up Drive – a year-end community event held in each of the towns of Prieska, Marydale and Niekerkshoop in mid-December.

The event was arranged as a fun day for the community youth with the objective of waste collection and recycling in the form of eco-bricks. Prizes for best fancy dress, most waste collected and more were awarded to the youth teams who participated. The event was very well supported and a significant volume of waste was collected.

In November, the Company received the inaugural Emerging ESG Leader Award at the AAMEG (Australia-Africa Minerals & Energy Group) Africa Awards for its innovative and pioneering environmental, social and governance (**ESG**) work at the Prieska Project.

The Awards, which were announced as part of the 2020 Africa Down Under Conference in Perth, celebrate visionary approaches to ESG which deliver long-term benefits for communities – vastly improving their outcomes across employment, health, education and environmental conservation.

The Awards set the benchmark for Australian mining companies delivering projects that have sustainable and tangible benefits to the communities and countries in which they operate.

The Emerging ESG Leadership Award acknowledges Orion's exemplary work as a junior mining company in developing innovative ESG strategies, forging meaningful relationships with its host communities and, importantly, making a significant contribution to the socio-economic development of South Africa's Northern Cape Province.

### AREACHAP BELT PROJECTS (SOUTH AFRICA)

#### Prieska Copper-Zinc Project

##### Project Overview

The Prieska Project continues to be the primary focus of the Company's activities and is now in the financing and pre-development stage following the completion of an updated BFS in May 2020 (refer ASX release 26 May 2020).

## Directors' Report (continued)

### REVIEW OF OPERATIONS (continued)

Post-BFS activities undertaken during the reporting period included continuing with the mine-to-market enterprise optimisation investigations being undertaken in collaboration with Whittle Consulting, advancing licencing processes and continuing with project execution planning activities.

Following the positive outcomes of the updated BFS, Orion is targeting a Final Investment Decision for the Prieska Project as soon as financing negotiations have been concluded. Orion intends to fund the development of the Prieska Project through a combination of debt and equity. The Company is progressing discussions with both potential debt and equity providers and potential strategic partners.

#### **Prieska Activities Post Updated Bankable Feasibility Study**

##### EPCM Contract

The Company intends to use an engineering, procurement, and construction management (**EPCM**) contracting arrangement to manage the construction phase of the PCZM, with oversight from an Orion Owner's Team. During the reporting period, the EPCM tender enquiry process was advanced with a short-list of contractors being selected. The short-listed candidates will be further evaluated, with a preferred contractor to be selected during 2021.

##### Project Execution Preparations

Work commenced on planning and preparation for the Prieska Project site in readiness for initial work activities once funding is in place. Contract documents have been prepared for some of the early work packages such as site clearance, power reticulation, a pioneer accommodation camp and site offices. Detailed planning is ongoing for the preliminary shaft pumping. Negotiations are ongoing to formalise agreements for third-party funded services, these being mainly the supply and operation of water treatment infrastructure.

##### Mine-to-Market Enterprise Optimisation

The Whittle Optimisation exercise, which aims to improve on the Feasibility Study outcomes by improving production scheduling, is ongoing. The resulting potential refinements will be considered for incorporation during the execution stages of the project.

##### Process Plant Operations

Discussions are continuing with Minerals Operations Executive (Pty) Ltd (**Minopex**), which the Company is considering appointing to operate the ore processing plant on a contract basis. Negotiations are expected to conclude in an Operating Agreement during CY2021.

##### Underground Mining Contract

The Company continues to evaluate the potential use of contractors for underground mining, in conjunction with the project fund raising options being considered. Discussions with Byrncut Offshore, with whom a collaboration agreement had been signed, were adjourned during the June 2020 Quarter to allow completion of the Feasibility Study and formulate the project funding strategy.

Internal enquiries are ongoing regarding the level and timing of automation for the mining fleet, which is expected to have a bearing on the discussions with potential contractors. With the assistance of external experts, a decision on an automation strategy is expected during 2021.



## Directors' Report (continued)

### REVIEW OF OPERATIONS (continued)

#### Infrastructure

*Power Supply* – Detailed design work was undertaken during the reporting period, on the site reticulation for the construction power. The 40 MVA Budget Quote Letter for the Electricity Supply Agreement contract was received from Eskom and accepted, which is the final set of documents required for completing the long-term power agreement. Orion is finalising all requisite documentation and scheduling payment dates to execute the Electricity Supply Agreement.

The Memorandum of Understanding entered into by the Company with juwi Renewable Energies Pty Ltd (juwi) was further extended to March 2021, and the two companies continue to collaboratively develop the plan for supplying over 50% of the project's power requirements from renewable energy sources. The Company appointed Cresco as sector expert advisors to assist with the renewable energy plan development.

*Water Supply* – Following on from the Siyathemba Municipality's approval of the key terms for a water supply agreement, clarification discussions have continued. A binding formal agreement is expected to be executed in the first half of 2021.

#### **Prieska Copper-Zinc Mine Permitting**

The Prieska Copper-Zinc Mine is fully-permitted as a result of the following key milestones:

- Mining Right granted to PCZM (formerly Repli) in September 2019;
- Mining Right granted to Vardocube in August 2020;
- Environmental Financial Provision in place fully capitalised;
- Environmental approval notices received for both PCZM and Vardocube; and
- Water Use Licence granted in August 2020.

#### **Near Mine Projects**

The near-mine projects are those projects within prospecting rights held by PCZM (Dooniespan), Vardocube and Bartotrax (Pty) Limited (**Bartotrax**).

Volcanogenic Massive Sulphide (**VMS**) deposits worldwide tend to occur in clusters and, apart from the giant Prieska Deposit, five smaller deposits have previously been discovered on the near-mine project areas.

These include Annex, explored by Anglovaal between 1969 and 1981; the PK1, PK3 and PK6 deposits on Dooniespan (Kielder Prospects) explored by Newmont South Africa (**Newmont**) between 1976 and 1979 and the Ayoba mineralisation recently discovered by Orion (Figure 1).

During the reporting period, the Company commenced a high-impact, prospect-testing drilling campaign across the Near-mine and Regional projects to aid prioritising the pipeline projects supporting the development of the Prieska Project.

For the Near-Mine areas, drilling was undertaken at the K3 and K6 prospects within the Kielder Project, located 15km north-west of the planned PCZM (Figure 1). The drilling program was designed to test outcropping VMS-style mineralisation, where historical shallow drilling by Newmont SA in the 1970s returned results of up to 4.8m @ 0.46% Cu, 6.18% Zn and 15g/t Ag. A total of 57 samples were submitted to ALS laboratory.



Directors' Report (continued)

REVIEW OF OPERATIONS (continued)

Mineralisation similar to that at the Prieska Project was intersected at less than 200m from surface at both K3 and K6.

Orion's holes were designed to verify the historical Newmont results, as well as providing drill core for mineralisation characterisation purposes and to provide a platform for follow-up down-hole geophysics.

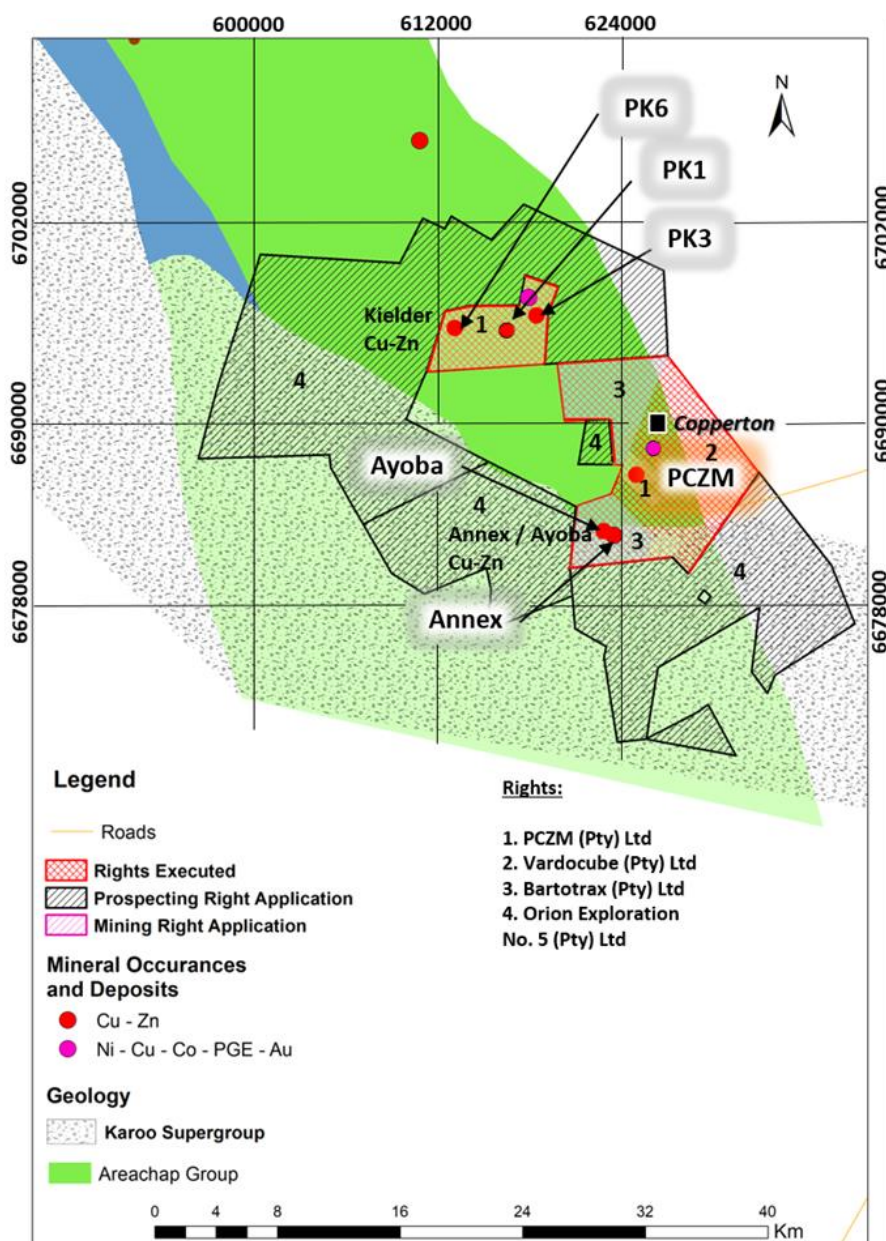


Figure 1: Surface plan showing the prospecting rights over and adjacent to the Prieska Project and the location of the Annex, Kielder (PK1, PK3 and PK6) deposits and Ayoba Prospect.

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## Directors' Report (continued)

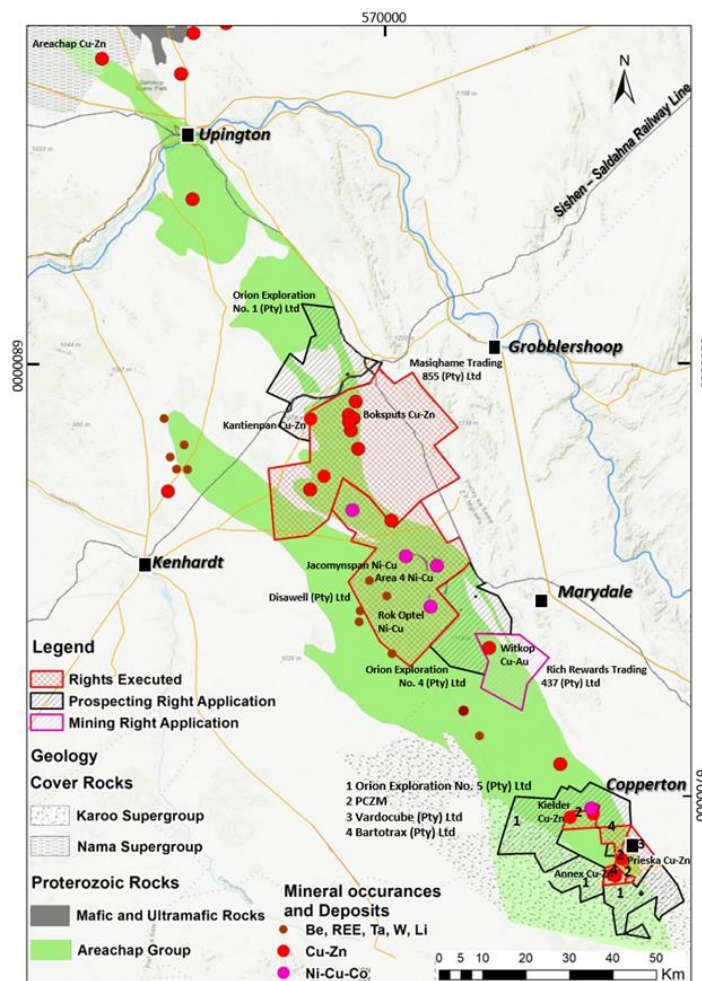
### REVIEW OF OPERATIONS (continued)

#### Regional Exploration

##### Overview of Regional Activity

Surrounding the Near-Mine Exploration Project, the Company holds a substantial and prospective land holding in the Areachap Belt (Figure 2). The Areachap Belt is analogous to other Proterozoic mobile belts hosting major VMS and magmatic Ni-Cu-Co-PGE deposits.

VMS deposits almost always occur in clusters or "districts" associated with volcanic centres, with four such centres having been identified in the Areachap Belt. In addition to the Near Mine Project, the Company is also prospecting for VMS deposits on the Masiqhame Prospecting Right (Figure 2). The Kantienpan and Boksputs Copper-Zinc Deposits are the two most prominent known VMS deposits on the Masiqhame Prospecting Right.



**Figure 2: Regional geology map of the Areachap Belt showing prospecting rights held and under application by the Company and noted mineral occurrences as per published data from South African Council for Geoscience.**

Similarly, world-class intrusive nickel deposits also tend to occur in clusters both on prospect and regional scale in orogenic belts along geological plate margins similar to the Areachap setting. Several mafic intrusive bodies with nickel and associated metals are located on the Namaqua Disawell Prospecting Rights. The setting of mineralisation has been confirmed to be analogous to other orogenic-hosted, deep-seated magma conduit complexes such as Kabanga (Tanzania), Nova (Australia), Akelikongo (Uganda), and Limoeiro (Brazil). Conduit-style mineralisation is currently the top priority global target for magmatic Ni-Cu-PGE sulphide exploration.

## Directors' Report (continued)

### REVIEW OF OPERATIONS (continued)

During the reporting period, the high-impact drilling campaign focused on four regional prospects, with four holes drilled at Jacomynspan-Ni, Area-4 Ni, Boksputs and Kantienpan. A total of 532m were drilled and 75 samples submitted to ALS laboratories.

#### **Jacomynspan Nickel-Copper Project (Jacomynspan)**

The Jacomynspan Project is situated approximately 90km north-west of the Prieska Project and 120km south of Upington, the regional centre. The Project sits within the Namaqua Metamorphic Province, a complex Proterozoic mobile belt that borders the Kaapvaal Craton. The Project has Ni-Cu-Co-PGE mineralisation associated with mafic and ultra-mafic intrusive rocks hosted by the Jacomynspan Formation, a metasedimentary sequence of quartzite, leucogneiss, amphibolite and calc-silicate.

The mineralisation is contained in a steeply-dipping (70°), up to 70m wide tremolite schist sill and associated olivine-rich lithology. Mineralisation is evident along a 6km strike and extends from surface down to a depth of at least 900m.

Since the deposit's discovery by Anglo American in 1971, there have been three conceptual mine development studies completed, supported by Mineral Resources, the latest of which were estimated by the MSA Group, in accordance with SAMREC 2007. The most recent concept study, based on an underground mechanised mining scenario, was completed in 2013.

As part of developing the project pipeline to support the Prieska Project, a preliminary review of the concepts investigated for developing the Jacomynspan deposit is to be commenced during the March 2021 Quarter.

#### Significant Assay Results Received Subsequent to the End of the Reporting Period

Subsequent to the end of the reporting period, Orion received assay results from the high-impact drilling programs outlined above across the Namaqua-Disawell and Masiqhame prospecting rights, including the K3 and K6 prospects at the Kielder Project within the Dooniespan Prospecting Right, the Jacomynspan and Area 4 prospects within the Namaqua-Disawell Prospecting Right, the B4 anomaly on the Boksputs Prospect and at the Kantienpan Prospect on the Masiqhame Prospecting Right (Figure 3).

## Directors' Report (continued)

## REVIEW OF OPERATIONS (continued)

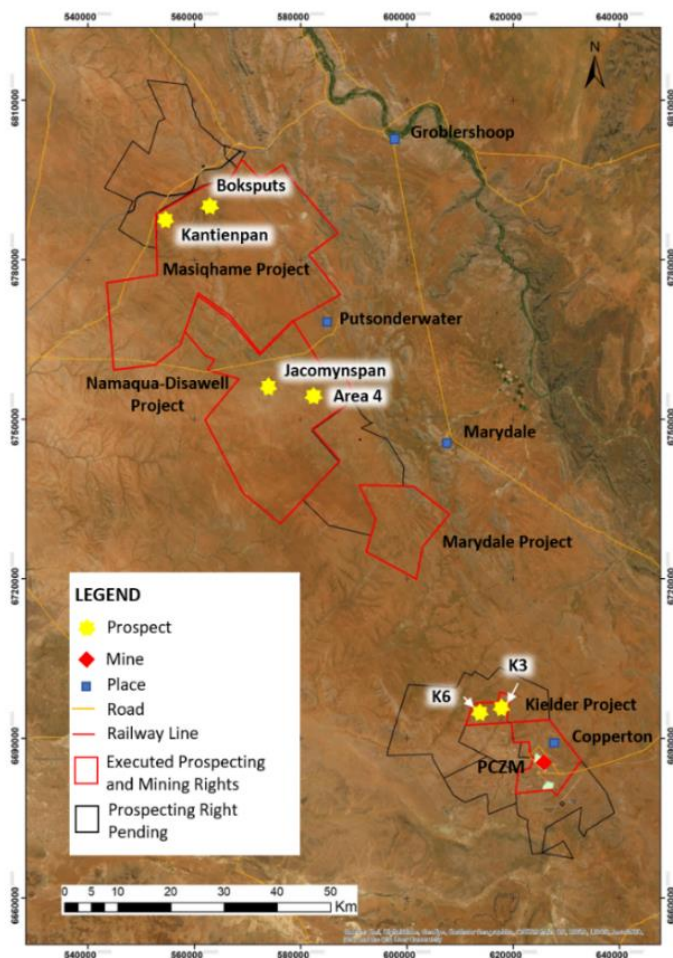


Figure 3: Location map showing the prospects where drilling was undertaken during the 2020 drilling program.

Base metal sulphides were intersected at all five prospects drilled, with the drilling program delivering highly encouraging early results despite being impacted by restrictions associated with the COVID-19 pandemic, a reduction in field staff, slower sampling and assay turnaround and the lack of availability of down-hole geophysical instruments that are currently stranded in Australia due to logistical challenges.

Despite these temporary challenges, Orion intends to substantially expand its exploration activities within the Areachap Province in early 2021 given the very promising results generated so far and the potential to unlock major new growth opportunities for the Company.

Shareholders and investors are referred to the comprehensive ASX release made on 25 January 2021 for details of these recent and upcoming exploration activities.

#### Marydale Gold-Copper Project

No exploration was carried out on the Marydale Gold-Copper Project during the reporting period.



## Directors' Report (continued)

### REVIEW OF OPERATIONS (continued)

#### Regional Collaboration Potential

The base metals' prospectivity of the Northern Cape Province, in general, continues to be of strategic importance to the Company's activities. The activities of other explorers and mine developers in the province may offer the potential for collaboration in many areas, such as, sharing of support infrastructure, logistics, labour sending areas, community and social responsibility initiatives, technical data and operational experiences to mutual benefit.

The Company continued to actively investigate the progress of various mineral development projects within the province and assessing for potential areas for collaboration.

#### Australian Projects

##### Fraser Range - Gold-Nickel-Copper Project (Western Australia)

Orion maintains a sizeable tenement package in the Fraser Range Province of Western Australia in joint venture with IGO Limited (ASX: IGO) (refer ASX release 10 March 2017). Under the terms of the joint venture, IGO is responsible for all exploration on the tenements and provides regular updates to Orion on activities and results.

Importantly, Orion maintains an exposure to the ongoing exploration and development of the Fraser Range Project without additional financial commitment, given that Orion is free-carried through to the first pre-feasibility study on any of the tenements.

Exploration activity conducted by IGO within the IGO – Orion Minerals JV (IGO - ORN JV) during the reporting period included two moving-loop EM surveys on tenements E39/1654, air-core drilling on tenements E39/1654, E39/1653 E69/2707, E28/2596 and E69/2379 and interpretation of a Passive Seismic survey on E28/2462.

In addition, a new track was identified to access the Hook, Pike and Pike Eye prospects on E28/2367. The track used previously became unpassable toward the end of drilling of the third hole during first diamond drilling campaign. An upgraded track will provide appropriate vehicle access to support a substantial follow up drill campaign. In addition the supply of piped water in collaboration with station owners, will ensure reduced vehicle traffic normally associated with water trucking for diamond drilling.

IGO is preparing for diamond drilling on key nickel-copper targets, with planned work to include:

- Interpretation of the air-core drilling results, which may subsequently lead to moving loop electromagnetic surveys and or in-fill drilling planned for the 2021 field season; and
- Operational planning of exploration activities within the Kanandah Station area including the installation of piped water and storage for drilling and track building/maintenance.

This work will be necessary before diamond drilling to test key targets, commences in Q4 FY2021.

##### Moving Loop EM

Slingram High Temperature Squid (HTS) MLEM surveys comprising a total of 182 individual stations were completed over or surrounding the Pennor, Hootie and Admiral prospects on E39/1654 within Q1 FY2021. Following a review of the data collected, no anomalous conductors were reported from the survey.

## Directors' Report (continued)

### REVIEW OF OPERATIONS (continued)

#### Air-core Drilling

A total of 120 individual AC holes were drilled over the IGO - Orion JV tenements. Drilling was primarily focused around the Pennor, Medusa and Peninsula prospects in the northern most portion of the tenure. However, a range of targets were also drilled further south, including in-fill around gravity anomalies, magnetic anomalies and geochemical anomalies identified in previous rounds of AC drilling.

A review of the assays has highlighted numerous holes displaying moderate elevation in MgO, Cr, Ni and Co values throughout the regolith and basement which may potentially represent a suite of prospective mafic-ultramafic intrusions.

#### Passive Seismic Interpretation

Results from a passive seismic survey completed on E28/2462 during May 2020 were received from Resource Potentials during the reporting period.

The surveys used 4x TEB Tromino seismometers to acquire a total of 102 passive seismic stations along 3 EW and 1 N-S orientated survey transects. Passive seismic data were nominally acquired at 50m-200m station spacing along a total line length of 16.9km. Resource Potentials completed final data processing, velocity analysis, and HVSR cross-section generation following the survey period.

The passive seismic HVSR survey results from Boonderoo show that this geophysical method was successful for quickly, efficiently, and cheaply detecting a bedrock interface throughout the survey area. The depth to the modelled bedrock contact ranged from 150m to 290m, with a clear increase to the depth to bedrock occurring toward the eastern part of the survey area.

Additional passive seismic surveying may help to map out the continuation of deep bedrock extents to the east and in-filling existing passive seismic survey lines in between the four broad spaced survey lines would lead to high resolution mapping of the acoustic bedrock enabling a 3D surface of the depth to acoustic bedrock to be generated.

Widespread deployment of the passive seismic survey method throughout IGO / Orion's expansive tenement holding would assist IGO with drill-hole planning where depth to fresh bedrock is unknown, assist with stripping bedrock topography from gravity anomaly data and for integration with other geophysical and geological datasets to help define bedrock structures and geometry.

#### **Walhalla Gold & Polymetals Project (Victoria)**

While the Walhalla-Woods Point District is best known for gold mining, high-grade copper-nickel and PGE mineralisation also occurs within the belt. Both the gold and copper-nickel-PGE mineralisation within this district are hosted within dykes from the Woods Point Dyke Swarm (WPDS), a series of ultramafic to felsic dykes occurring over a 75km long north-south belt.

No field or exploration work was carried out on the Victoria Project during the reporting period. During the period, the Company continued to progress its licence applications over prospective areas of Walhalla.

## Directors' Report (continued)

### CORPORATE

#### Cash and Finance

Cash on hand as at 31 December 2020 was \$3.7M.

#### Capital Raisings

Following half year end, on 25 February 2021, the Company announced a strongly supported \$25M capital raising, which is being conducted via a two-tranche placement to sophisticated and professional investors, pursuant to Section 708A of the Corporations Act 2001 (**Placement**), comprises ~694.4M shares at an issue price of \$0.036 per fully paid ordinary share (**Share**).

The Placement was strongly supported by Australian and international institutional investors, including a number of South African institutional investors. The proceeds of the Placement will significantly strengthen Orion's balance sheet, allowing it advance both the Prieska and OCC assets while also progressing a multi-pronged exploration campaign across the Northern Cape Province.

It is proposed that the Placement will occur in two stages, being:

- Tranche 1 – 490M Shares, using the Company's 15% placement capacity under ASX Listing Rule 7.1 to raise \$17.6M (before costs); and
- Tranche 2 – 204M Shares to raise \$7.4M (before costs), including \$2M from Orion non-executive Director Tom Borman, (subject to shareholder approval, to be sought at a general meeting of Orion shareholders planned to be held in April 2021).

Tranche 1 of the Placement is not subject to shareholder approval, with Tranche 1 Placement Shares expected to be issued on or around 5 March 2021.

On 7 August 2020, the Company announced a \$6.2M, two-tranche placement to sophisticated and professional investors, comprising ~365.2M Shares at an issue price of \$0.017 per Share (**Capital Raising**), to progress its development-ready Prieska Project. The Capital Raising was strongly supported by existing cornerstone shareholders and new investors, with the proceeds putting Orion in a strong financial position, as it progresses pivotal funding discussions and advances the previously announced partnering process for the Prieska Project.

The Capital Raising occurred in two stages, being:

- Tranche 1 – In August 2020, the Company issued 346.1M Shares, to raise \$5.9M, using the Company's 15% placement capacity under ASX Listing Rule 7.1; and
- Tranche 2 – On 29 October 2020, the Company issued 19.1M Shares to Tembo Capital Mining Fund II LP and its affiliated entities (**Tembo Capital**), to raise \$0.3M (**Tembo Placement**).

In addition to the Capital Raising, Tembo Capital confirmed its continued support of Orion through subscribing for \$2.1M worth of Shares, at an issue price of \$0.017 per Share, being the issue price for Shares issued under the Capital Raising (subject to shareholder and Foreign Investment Review Board (**FIRB**) approvals) (**Tembo Loan Facility Placement**).

Shareholder approval for the Capital Raising and Tembo Capital's additional \$2.1M Share subscription were obtained at a general meeting of Orion shareholders, held on 29 September 2020. FIRB approval for the Tembo Placement and Tembo Loan Facility Placement was received on 28 October 2020. On 29 October 2020, the Company issued 122.1M Shares at an issue price of \$0.017 per Share for the Tembo Placement and Tembo Loan Facility Placement, thereby repaying the Loan Facility in full (refer below).



## Directors' Report (continued)

On 29 September 2020, the Company announced a \$0.35M capital raising to a South African sophisticated and professional investor. The capital raising comprised the issue of 10.5M Shares on 8 October 2020, at an issue price of \$0.033 per Share (being the AUD equivalent of South African Rand (**ZAR**) 40 cents per Share).

### Conversion of Tembo Capital Loan Facility

On 14 May 2020, Orion announced that a \$1.0M unsecured convertible loan facility had been agreed with Tembo Capital and following this, on 29 June 2020, the Company and Tembo Capital agreed to increase the Loan Facility amount by \$1.0M to \$2.0M (**Loan Facility**).

On 29 October 2020, the Company issued 122.1M Shares at an issue price of \$0.017 per Share to Tembo Capital, which, under the terms of the Loan Facility, was offset against the Outstanding Amount, resulting in the Loan Facility being repaid in full.

### Anglo American sefa Mining Fund – Loan

On 2 November 2015, Prieska Copper Zinc Mine (Pty) Ltd (**Prieska**) (formerly Repli), (a 70% owned subsidiary of Orion) and AASMF entered into a ZAR14.25M loan agreement for the further exploration and development of the Prieska Project (**Loan**).

As at 31 December 2020, the balance of the Loan was ZAR19.67M (~\$1.74M) (including capitalised interest).

### Convertible Loan Facility

In January 2019, Orion announced that a \$3.6M unsecured convertible loan facility had been agreed with Tembo Capital (**Convertible Loan Facility**).

Under the terms of the Convertible Loan Facility, Tembo Capital may elect for repayment of the balance of the Convertible Loan Facility (including capitalised interest and fees) (**Outstanding Amount**) to be satisfied by the issue of Shares by the Company to Tembo Capital at a deemed issue price of \$0.026 per Share (subject to shareholder and Foreign Investment Review Board approvals). The Outstanding Amount must be repaid by 30 June 2021, or if Tembo Capital elects to receive Shares in repayment of the Outstanding Amount in lieu of payment in cash, the date on which the Shares are to be issued to Tembo Capital (or such later date as may be agreed between Tembo Capital and Orion).

As at 31 December 2020, the balance of the Convertible Loan Facility was \$4.83M (including capitalised interest and fees).

### Jacomynspan Project

On 13 July 2020, the Company announced that it has entered into an agreement whereby Orion (or its nominated subsidiary) will acquire the remaining minority interests in the Jacomynspan Nickel-Copper-PGE Project (South Africa) (**Jacomynspan Project**) held by two companies, Namaqua Nickel Mining (Pty) Ltd (**Namaqua**) and Disawell (Pty) Ltd (**Disawell**) (**Agreement**).

The key terms of the Agreement are set out in Orion's 13 July 2020 ASX release. Refer to the Regional Exploration (South Africa) Section for further information in relation to the Jacomynspan Project.

## Directors' Report (continued)

### Okiep Copper Complex – Proposed Acquisition

Subsequent to half year end, in February 2021, the Company entered into an option agreement whereby the Company is granted an exclusive right to undertake a due diligence investigation in relation to the Okiep Copper Complex mineral interests, which are held by Southern African Tantalum Mining (Pty) Ltd (**SAFTA**), Nababeep Copper Company (Pty) Ltd (**NCC**) and Bulletrap Copper Company (Pty) Ltd (**BCC**) and an exclusive option to acquire all of the shares in, and shareholder claims against, SAFTA, NCC and BCC (excluding those shares in and claims against SAFTA held by the Industrial Development Corporation of South Africa Limited (**IDC**)) (**Option**).

The Company also reached agreement on an option to acquire a high quality hard copy and digital data set covering the properties that is expected to fast track drill targeting and resource modelling

For key terms of the proposed Okiep Copper Complex acquisition, refer to ASX release 2 February 2021. For key terms of the acquisition of database and premises associated with the proposed acquisition, refer to ASX release 15 February 2021.

### Impact of COVID-19

On 11 March 2020, the World Health Organisation (**WHO**) declared the COVID-19 outbreak as a pandemic. The Company's operations, particularly in South Africa, have been, and continue to be, impacted.

Considering the volatile and uncertain global economic and investment outlook, in order to safeguard the health and safety of its members and the wider community, the Company undertook the following actions:

- Implemented work-from-home protocols (wherever possible) from 13 March 2020. The Company continues to work closely with relevant authorities and key stakeholders to minimise risk and harm for all;
- Implemented strict COVID-19 risk identification, management and tracking protocols for all individuals at the company's South African offices and mine site (where physical presence was required), in alignment with government regulations;
- Implemented cost savings and asset preservation initiatives across the business. All work sites were closed and secured, and staff and contractors sent home until further notice; and
- Monitoring and use of published guidelines from the Minerals Council of South Africa on the prevention of the spread of COVID-19. The Council's guidelines and support materials are generated from materials issued by the WHO and the National Institute for Communicable Diseases in South Africa.

As the pandemic continues into 2021, the Company will continue to monitor and implement changes to operations, as per statutory regulations and recommendations, as announced by both the Australian and South African Governments and the Minerals Council of South Africa.

It is not possible to adequately estimate the effect this pandemic will have on the financial position and results of the Company in future periods.

## Directors' Report (continued)

### EVENTS SUBSEQUENT TO BALANCE DATE

No significant events occurred after the balance sheet date of the Company and the Group except for those matters referred to below:

- On 2 February 2021, the Company announced that it had entered into an option agreement giving it exclusive rights and a clear pathway to acquire and consolidate a significant interest in an extensive copper mining complex, the Okiep Copper Complex (OCC), located approximately 570km north of Cape Town in the Northern Cape Province of South Africa.

The exclusive option gives Orion the right to undertake due diligence and acquire a 56.25% interest in SAFTA – alongside the IDC with 43.75%, 100% of NCC and 100% of BCC.

These entities, collectively known as the Okiep Copper Complex (OCC), hold the mineral rights to the majority of the large historical mines of the Okiep Copper Company, which historically produced more than 2Mt of copper metal from a significant copper-producing district.

This potentially significant growth opportunity could become a future second base metal production hub for Orion in the Northern Cape, alongside its flagship Prieska Project.

- On 10 February 2021, the Company announced a maiden JORC Mineral Resource comprising 8.9Mt at 1.37% Cu for 122,000 tonnes of copper for three deposits (Flat Mines) which form part of the Okiep Copper Complex.

The Mineral Resource, which has been verified by Orion's due diligence investigation, comprises a Measured Resource of 3,505,000 tonnes at 1.41% copper, an Indicated Resource of 5,001,000 tonnes at 1.28% Cu and an Inferred Resource of 401,000 tonnes at 0.84% Cu.

The Mineral Resource is located on the South African Tantalum Mining (Pty) Ltd's Mining Right Application, over which Orion recently secured an option to acquire a 56.25% interest.

The copper mineralisation has excellent potential for both strike and dip extensions, with high-priority EM targets also identified below the deposit.

- On 15 February 2021, the Company announced that it had secured the right to acquire the entire furnished head office and database of the O'Okiep Copper Company for ZAR25M (~\$2.1M), payable in cash and Orion Shares. The proposed acquisition represents a significant step forward for Orion, positioning it to fast-track its evaluation, feasibility and exploration activities across the Okiep Copper Complex (OCC), located 570km north of Cape Town, following the recently announced option agreement to consolidate dominant ownership of this Tier-1 copper mining province.
- On 25 February 2021, the Company announced a strongly supported \$25M capital raising, which is being conducted via a two-tranche placement, comprising a total of 694.4M Shares at an issue price of \$0.036 per Share. Tranche 1 of the placement, comprises the issue of 490M Shares, using the Company's 15% placement capacity under ASX Listing Rule 7.1 to raise \$17.6M and Tranche 2 comprises 204M Shares to raise \$7.4M, including \$2M from Orion non-executive Director Tom Borman, (subject to shareholder approval, to be sought at a general meeting of Orion shareholders planned to be held in April 2021).

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## Directors' Report (continued)

### AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration is set out on page 20 and forms part of the directors' report for the half year ended 31 December 2020.

Signed in accordance with a resolution of the directors



Denis Waddell  
Chairman

Dated at Perth this 4<sup>th</sup> day of March 2021.

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**DECLARATION OF INDEPENDENCE BY JAMES MOONEY TO THE DIRECTORS OF ORION MINERALS LIMITED**

As lead auditor for the review of Orion Minerals Limited for the half-year ended 31 December 2020, 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 review; and
2. No contraventions of any applicable code of professional conduct in relation to the review.

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



**James Mooney**  
Director

**BDO Audit Pty Ltd**

Melbourne, 4 March 2021

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**CONSOLIDATED STATEMENT OF PROFIT OR LOSS & OTHER COMPREHENSIVE INCOME  
FOR THE SIX MONTHS ENDED 31 DECEMBER 2020**

CONTINUING OPERATIONS	Notes	December 2020 \$'000	December 2019 \$'000
Other income	3	22	36
Exploration and evaluation costs expensed	7	(1,037)	(1,059)
Employee expenses		(581)	(620)
Other operational expenses	3	(1,614)	(2,782)
<b>Results from operating activities</b>		<b>(3,210)</b>	<b>(4,425)</b>
<b>Non-operating income/(expenses)</b>	3	<b>2,455</b>	<b>(610)</b>
Finance income		1,253	633
Finance expense		(394)	(757)
<b>Net finance income/(expense)</b>		<b>859</b>	<b>(124)</b>
Profit/(loss) before income tax		104	(5,159)
Income tax (expense)/benefit		---	---
Profit/(loss) from continuing operations attributable to equity holders of the Group		104	(5,159)
Other comprehensive income/(loss)			
Foreign currency reserve		(208)	204
<b>Total comprehensive (loss) for the period</b>		<b>(104)</b>	<b>(4,955)</b>
Profit/(loss) for the period is attributed to:			
Non-controlling interest	11	(362)	(639)
Owners of Orion Minerals Limited		466	(4,520)
		<b>104</b>	<b>(5,159)</b>
Total comprehensive loss for the period is attributable to:			
Non-controlling interest	11	(362)	(639)
Owners of Orion Minerals Limited		258	(4,316)
		<b>(104)</b>	<b>(4,955)</b>
<b>PROFIT/(LOSS) PER SHARE (CENTS PER SHARE)</b>			
Basic profit/(loss) per share	12	0.02	(0.20)
Diluted profit/(loss) per share	12	0.02	(0.20)
Headline profit/(loss) per share	12	0.02	(0.20)
Diluted headline profit/(loss) per share	12	0.02	(0.20)

The Consolidated Interim Statement of Profit or Loss & Other Comprehensive Income is to be read in conjunction with the notes to the consolidated interim financial report.

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**CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT 31 DECEMBER 2020**

ASSETS	Notes	December 2020 \$'000	June 2020 \$'000
Current assets			
Cash and cash equivalents		3,711	1,222
Trade and other receivables		102	169
Prepayments		79	73
<b>Total current assets</b>		<b>3,892</b>	<b>1,464</b>
Non-current assets			
Other receivables		93	93
Rehabilitation bonds	4	2,561	2,352
Right of use asset		---	16
Loans to related parties	5	3,785	3,333
Investment in preference shares	6	20,424	18,262
Plant and equipment		43	57
Deferred exploration, evaluation and development	7	42,522	40,253
<b>Total non-current assets</b>		<b>69,428</b>	<b>64,366</b>
<b>Total assets</b>		<b>73,320</b>	<b>65,830</b>
LIABILITIES	Notes	December 2020 \$'000	June 2020 \$'000
Current liabilities			
Trade and other payables		620	958
Provisions		141	145
Loans	8	6,578	8,194
Lease liability		---	17
<b>Total current liabilities</b>		<b>7,339</b>	<b>9,314</b>
Non-current liabilities			
Provisions		1,758	1,684
<b>Total non-current liabilities</b>		<b>1,758</b>	<b>1,684</b>
<b>Total liabilities</b>		<b>9,097</b>	<b>10,998</b>
<b>NET ASSETS</b>		<b>64,223</b>	<b>54,832</b>
EQUITY	Notes	December 2020 \$'000	June 2020 \$'000
Equity attributable to equity holders of the Company			
Issued capital	9	155,595	146,648
Accumulated losses		(111,708)	(112,727)
Share based payments reserve	10	3,619	3,384
Other reserve		19,956	19,956
Non-controlling interest - subsidiaries	11	(3,154)	(2,552)
Foreign currency translation reserve		(85)	123
<b>Total equity</b>		<b>64,223</b>	<b>54,832</b>

The Consolidated Interim Statement of Financial Position is to be read in conjunction with the notes to the consolidated interim financial report.



**CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE SIX MONTHS ENDED 31 DECEMBER 2020**

	Notes	December 2020 \$'000	December 2019 \$'000
<b>Cash flows from operating activities</b>			
Payments for exploration and evaluation		(1,499)	(2,786)
Payments to suppliers and employees		(1,998)	(2,371)
Interest received		14	22
Government grants received		61	---
Interest paid		(76)	(371)
Other receipts		128	129
<b>Net cash used in operating activities</b>		<b>(3,370)</b>	<b>(5,377)</b>
<b>Cash flows from investing activities</b>			
Payments for exploration and evaluation		(804)	(3,095)
Term deposit funds released		---	33
Deposits refunded		14	---
Investment in rehabilitation guarantees		(49)	---
Proceeds from sale of property, plant and equipment		5	---
<b>Net cash used in investing activities</b>		<b>(834)</b>	<b>(3,062)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares		8,956	12,800
Share issue expenses		(10)	(324)
Payment for lease liabilities		(18)	---
Borrowings provided to joint venture operations		(214)	(199)
Repayment of borrowings		(2,000)	---
<b>Net cash from financing activities</b>		<b>6,714</b>	<b>12,277</b>
<b>Net increase in cash and cash equivalents</b>		<b>2,510</b>	<b>3,838</b>
Cash and cash equivalents at the beginning of the financial year		1,222	1,395
Effects of exchange rate on cash at end of reporting period		(21)	(13)
<b>CASH AND CASH EQUIVALENTS AT PERIOD END</b>		<b>3,711</b>	<b>5,220</b>

The Consolidated Interim Statement of Cash Flows is to be read in conjunction with the notes to the consolidated interim financial report.

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE SIX MONTHS ENDED 31 DECEMBER 2020**

31 December 2020								
	Issued capital	Accumulated losses	Non-controlling interest	Foreign currency translation reserve	Other reserve	Convertible note reserve	Share based payments reserve	Total equity
	(\$'000)	(\$'000)	(\$'000)	(\$'000)	(\$'000)	(\$'000)	(\$'000)	(\$'000)
Balance at 1 July 2020	146,648	(112,727)	(2,552)	123	19,956	---	3,384	54,832
Profit/(loss) for the period	---	466	(362)	---	---	---	---	104
Other comprehensive loss	---	---	---	(208)	---	---	---	(208)
<b>Total comprehensive loss for the period</b>	<b>---</b>	<b>466</b>	<b>(362)</b>	<b>(208)</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>(104)</b>
Transactions with owners in their capacity as owners:								
Contributions of equity, net costs	8,947	---	---	---	---	---	---	8,947
Transfer of share options expired	---	553	---	---	---	---	(553)	---
Share-based payments expense	---	---	---	---	---	---	788	788
Liquidation of subsidiary	---	---	(240)	---	---	---	---	(240)
<b>Total transactions with owners</b>	<b>8,947</b>	<b>553</b>	<b>(240)</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>235</b>	<b>9,495</b>
<b>Balance at 31 December 2020</b>	<b>155,595</b>	<b>(111,708)</b>	<b>(3,154)</b>	<b>(85)</b>	<b>19,956</b>	<b>---</b>	<b>3,619</b>	<b>64,223</b>
31 December 2019								
	Issued capital	Accumulated losses	Non-controlling interest	Foreign currency translation reserve	Other reserve	Convertible note reserve	Share based payments reserve	Total equity
	(\$'000)	(\$'000)	(\$'000)	(\$'000)	(\$'000)	(\$'000)	(\$'000)	(\$'000)
Balance at 1 July 2019	121,530	(96,063)	1,244	(310)	---	230	2,687	29,318
Loss for the period	---	(4,520)	(639)	---	---	---	---	(5,159)
Other comprehensive loss	---	---	---	204	---	---	---	204
<b>Total comprehensive loss for the period</b>	<b>---</b>	<b>(4,520)</b>	<b>(639)</b>	<b>204</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>(4,955)</b>
Transactions with owners in their capacity as owners:								
Contributions of equity, net costs	25,118	---	---	---	---	---	---	25,118
Convertible notes reserve	---	---	---	---	---	---	---	---
Transfer of share options expired	---	562	---	---	---	---	(562)	---
Share-based payments expense	---	---	---	---	---	---	758	758
Transactions between owners	---	(1,295)	(1,926)	---	13,203	---	---	9,982
<b>Total transactions with owners</b>	<b>25,118</b>	<b>(733)</b>	<b>(1,926)</b>	<b>---</b>	<b>13,203</b>	<b>---</b>	<b>196</b>	<b>35,858</b>
<b>Balance at 31 December 2019</b>	<b>146,648</b>	<b>(101,316)</b>	<b>(1,321)</b>	<b>(106)</b>	<b>13,203</b>	<b>230</b>	<b>2,883</b>	<b>60,221</b>

The Consolidated Interim Statement of Changes in Equity is to be read in conjunction with the notes to the consolidated interim financial report.

## NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT

### For the half year ended 31 December 2020

#### 1. REPORTING ENTITY

Orion Minerals Limited (**Company**) is a company domiciled in Australia. The consolidated interim financial report of the Company as at and for the six months ended 31 December 2020 comprises the Company and its subsidiaries (together referred to as the **Group**).

The consolidated annual financial report of the Group as at and for the year ended 30 June 2020 is available upon request from the Company's registered office or at [www.orionminerals.com.au](http://www.orionminerals.com.au).

#### 2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied in these consolidated interim financial statements are consistent with those applied in the Group's consolidated financial statements as at and for the year ended 30 June 2020. Mandatory accounting standards were adopted by the Group during the period. The adoption of the new accounting standards has had no material impact on the measurements of the Group's assets and liabilities.

##### a) Statement of compliance

The consolidated interim financial report has been prepared in accordance with AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*. Compliance with AASB 134 ensures compliance with IFRS IAS 34 *Interim Financial Reporting*.

The consolidated interim financial report does not include all of the information required for a full annual financial report and should be read in conjunction with the consolidated annual financial report of the consolidated entity as at and for the year ended 30 June 2020.

This consolidated interim financial report was approved by the Board of Directors on 4 March 2021.

##### b) Basis of measurement

The preparation of interim financial reports requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this consolidated interim financial report, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that were applied to the consolidated financial report as at and for the year ended 30 June 2020.

**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT**  
**For the half year ended 31 December 2020**

**2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**c) Going concern**

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

As disclosed in the financial statements, the Group recorded a net profit of \$0.1M for the half year ended 31 December 2020, and the Group's position as at 31 December 2020 was as follows:

- The Group had cash reserves of \$3.71M and had negative operating cash flows of \$3.37M for the half year ended 31 December 2020;
- The Group had negative working capital at 31 December 2020 of \$3.44M; and
- The Group's main activity is exploration, evaluation and development of base metal, gold and platinum-group element projects in South Africa (Areachap Belt, Northern Cape) and as such it does not have a source of income, rather it is reliant on debt and / or equity raisings to fund its activities.

These factors indicate a material uncertainty that may cast significant doubt as to whether the Group will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts state in the financial report.

Forecasts based on the Group's cash reserves as at 31 December 2020, indicate that cash on hand will not be sufficient to fund planned exploration and operational activities during the next twelve months and to maintain the Group's tenements in good standing. Accordingly, the Group will be required to raise additional equity, consider alternate funding options or a combination of the foregoing.

The Directors believe that there are reasonable grounds to believe that the Group will be able to continue as a going concern, after consideration of the following factors:

- At the date of sign off, the Group has strong cash reserves of \$13.9M. On 25 February 2021, the Group announced a capital raising of \$25M (before costs), by way of a placement, to support the Company's exploration and development of the Prieska Copper-Zinc Project (**Prieska Project**) and the potential acquisition of the Okiep Copper Complex. The placement will occur in two stages:
  - Tranche 1 - issue of 490M Shares at an issue price of \$0.036 per Share, raising \$17.6M; and
  - Tranche 2 - issue of 204M Shares at an issue price of \$0.036 per Share, to raise \$7.4M (subject to shareholder approval).

At the date of this report, a total of \$12.8M has been received in cash from the Tranche 1 share issue.

- During the half year ended 31 December 2020, Tembo Capital Mining Fund II LP and its affiliated entities (**Tembo Capital**) subscribed for \$2.1M of ordinary fully paid shares (**Shares**), which was offset against the Loan Facility balance, thereby reducing the Company's debt by \$2.1M and repaying the Loan Facility in full (refer Note 8).
- In October 2020, the Company announced that Tembo Capital has continued its strong support of the Company through an extension to the repayment date of the Convertible Loan Facility to 30 June 2021 (refer Note 8).

**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT**  
**For the half year ended 31 December 2020**

**2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

- Based on the updated high-margin bankable feasibility study (**BFS**) released May 2020, with an initial 12 year Foundation Phase (refer ASX release 26 May 2020), the positive results delivered by the value engineering and optimisation works undertaken since the completion of the BFS, the commencement of a partnering process which contemplates the introduction of a strategic project-level equity partner/ investor in the Prieska Project and the Company's ability to successfully raise capital in the past, the Directors are confident of obtaining the continued support of the Company's shareholders and a number of brokers that have supported the Company's previous capital raisings.

Accordingly, the financial statements for the half year ended 31 December 2020 have been prepared on a going concern basis as, in the opinion of the Directors, the Group will be in a position to continue to meet its operating costs and exploration expenditure commitments and pay its debts as and when they fall due for at least twelve months from the date of this report.

**d) Rounding of amounts**

The Company is of a kind referred to in the Corporations Instrument 2016/191, issued by the Australian Securities and Investment Commission, relation to 'rounding off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars or in certain cases, to the nearest dollar.

**e) New or amended Accounting Standards and Interpretations adopted**

In the period ended 31 December 2020, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Group and effective for the current reporting periods beginning on or after 1 July 2020. As a result, there are no new standards since last reporting date of 30 June 2020 that the Group is required to adopt or make retrospective assessment prior to adoption.

**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT**  
For the half year ended 31 December 2020

**3. INCOME AND EXPENSES**

Other income	December 2020 \$'000	December 2019 \$000
Services rendered to associate companies	22	36
<b>Total other income</b>	<b>22</b>	<b>36</b>
Other operational expenses	December 2020 \$'000	December 2019 \$'000
Contractor, consultants and advisory	1,163	1,825
Investor and public relations	86	283
Communications and information technology	52	69
Depreciation	27	18
Loss on disposal of plant and equipment	2	1
Occupancy	32	63
Travel and accommodation	21	165
Directors fees and employment costs	158	237
Other corporate and administrative	73	121
<b>Total other operational expenses</b>	<b>1,614</b>	<b>2,782</b>
Non-operating (income) / expenses	December 2020 \$'000	December 2019 \$'000
Net foreign exchange gain	(2,942)	(148)
Government grants	(61)	---
Liquidation of subsidiary	(240)	---
Share based payments	788	758
<b>Total non-operating (income) / expenses</b>	<b>(2,455)</b>	<b>610</b>

**4. REHABILITATION BONDS**

	December 2020 \$'000	June 2020 \$'000
<b>Non-current</b>		
Environmental bonds	2,561	2,352
<b>Total</b>	<b>2,561</b>	<b>2,352</b>

Environmental bonds are cash placed on deposit to secure bank guarantees in respect of obligations entered into for environmental performance bonds issued in favour of the relevant government body for projects located in South Africa and Victoria, Australia. The guarantees are held as both current and non-current receivables.

The Group also has environmental obligations for the Prieska Project. In March 2020, following receipt of regulatory approval, the bond was transferred from Prieska Copper Mines Trust to Centriq Insurance Company Ltd, a company established to meet the financial provisioning requirements of Mining Rights in South Africa. Funds held by Centriq relate to premium paid to Centriq and represent collateral held by Centriq against guarantees that have been issued. Funds held by Centriq on behalf of the Group are refundable to the Group when the guarantees expire. The bond can be applied by the government body for rehabilitation works should the Group fail to meet regulatory standards for environmental rehabilitation.

**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT**  
For the half year ended 31 December 2020

**5. LOAN TO RELATED PARTIES**

	December 2020 \$'000	June 2020 \$'000
<b>Non-current</b>		
Loan to Prieska Resources – principal	1,356	1,288
Loan to Prieska Resources – interest receivable	137	81
Loan to joint venture partners	2,292	1,964
<b>Total</b>	<b>3,785</b>	<b>3,333</b>

Prieska Resources

The Black Economic Empowerment (**BEE**) restructure implemented in September 2019 involved the acquisition by Prieska Resources Pty (Ltd) (**Prieska Resources**) of a 20% interest in the Company's subsidiary, Prieska Copper Zinc Mine Pty Ltd (formerly Repli Trading No 27 (Pty) Ltd) (**PCZM**), for a purchase consideration of ZAR142.78M (~\$14.45M). To fund the acquisition, the Company has provided vendor financing comprised of two components, being a loan and preference shares

In January 2020, additional preference shares to the value of ZAR67.36M (~\$6.8M) were issued in exchange for Agama Exploration & Mining (Pty) Ltd (**Agama**) transferring to Prieska Resources, 475 shares in PCZM held by Agama (refer Note 6).

Joint Venture Partners

In September 2017, the Company entered into a binding earn-in agreement to acquire the earn-in rights over the Jacomynspan Nickel-Copper-PGE Project (South Africa) (**Jacomynspan Project**) from two companies, Namaqua Nickel Mining (Pty) Ltd and Disawell (Pty) Ltd (**Namaqua Disawell Companies**), which hold partly overlapping prospecting rights and mining right applications.

During the reporting period, the Group continued to advance exploration programs on the Jacomynspan Project, expending an additional \$0.3M. This expenditure, under the terms of the agreement, is held in the shareholder loan account. Area Metals Holdings 3 (Orion subsidiary) (**AMH3**) has reached the next stage earn-in right, which will see its shareholding increase by a further 25% interest (making its total interest 50% (Orion 37%)). Following notification to Namaqua Disawell Companies of the earn-in right milestone reached, an application for the relevant regulatory approval is being progressed, and following receipt of such regulatory approval, AMH3 will be issued with the additional shares earned.

On 13 July 2020, the Company announced that it has entered into an agreement whereby Orion (or its nominated subsidiary) will acquire the remaining minority interests in the Jacomynspan Project held by the Namaqua Disawell Companies (**Agreement**). The key terms of the Agreement are set out in Orion's 13 July 2020 ASX release.



**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT**  
For the half year ended 31 December 2020

**6. INVESTMENT – PREFERENCE SHARES**

	December 2020 \$'000	June 2020 \$'000
<b>Non-current</b>		
Prieska Resources preference shares – principal	17,744	16,850
Prieska Resources preference shares – interest receivable	2,680	1,412
<b>Total</b>	<b>20,424</b>	<b>18,262</b>

Further to the BEE restructure implemented during the financial year ended June 2020, Prieska Resources issued preference shares to Agama with the following terms:

- The preference shares rank in priority to the rights of all other shares of Prieska Resources with respect to the distribution of Prieska Resource's assets, in an amount up to the redemption amount in the event of the liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or any other distribution of Prieska Resources, whether for the purpose of winding up its affairs or otherwise;
- The preference shares are redeemable by Prieska Resources at any time after the expiry of a period of 3 years and 1 day after the date of issue of the Preference Shares, and prior to the 8th anniversary of their date of issue at an internal rate of return of 12%; and
- Any preference shares held by Orion (through its subsidiary Agama) after the 8th anniversary of their date of issue will be automatically converted pro rata into ordinary shares in Prieska Resources, up to 49% of the shares in Prieska Resources or, subject to compliance with South African laws, an equivalent number of shares in PCZM.

**7. DEFERRED EXPLORATION AND EVALUATION EXPENDITURE**

	December 2020 \$'000	June 2020 (reclassified) \$'000
<b>Acquired mineral rights</b>		
Opening cost	14,161	14,161
<b>Exploration, evaluation and development</b>	<b>14,161</b>	<b>14,161</b>
<b>Deferred exploration and evaluation expenditure</b>		
Opening cost	26,092	26,830
Effect of foreign exchange on opening balance	1,556	(5,005)
Expenditure incurred	1,750	6,436
Exploration expensed	(1,037)	(2,169)
<b>Deferred exploration and evaluation expenditure</b>	<b>28,361</b>	<b>26,092</b>
<b>Net carrying amount at end of period</b>	<b>42,522</b>	<b>40,253</b>

## NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT

For the half year ended 31 December 2020

## 7. DEFERRED EXPLORATION AND EVALUATION EXPENDITURE (continued)

To give a clear view on true expenditure for exploration, the presentation of the effect of foreign exchange rate movement has been reclassified. Comparative values in the Deferred Exploration, Evaluation and Development note have been reclassified as follows:

	June 2020 (reclassified) \$'000	June 2020 \$'000
Expenditure incurred	6,436	7,473
Effect of foreign exchange movement	(5,005)	(6,042)
<b>Total</b>	<b>(1,431)</b>	<b>(1,431)</b>

## 8. LOANS

	December 2020 \$'000	June 2020 \$'000
<b>Current</b>		
AASMF Loan	1,745	1,600
Loan Facility	---	2,015
Convertible Loan	4,833	4,579
	<b>6,578</b>	<b>8,194</b>
<b>Total</b>	<b>6,578</b>	<b>8,194</b>

AASMF Loan

On 2 November 2015, PCZM (a 70% owned subsidiary of Agama) and Anglo American sefa Fund (**AASMF**) entered into a loan agreement for the further exploration and development of the Prieska Project. Under the terms of the loan, AASMF advanced ZAR14.25M to PCZM on 1 August 2017. The key terms of the agreement are as follows:

- Loan amount ZAR14.25M;
- Interest rate: Prime lending rate in South Africa;
- Repayment date: 30 April 2021 (previously 31 July 2020); and
- Security: 29.17% of the shares held in PCZM by Agama have been pledged as security to AASMF for the performance of PCZM's obligations in terms of the loan.

Loan Facility

On 14 May 2020, Orion and Tembo Capital entered into a \$1.0M unsecured loan facility (**Loan Facility**) and on 29 June 2020, Orion and Tembo Capital agreed on an increase in the Loan Amount to \$2.0M.

**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT**  
**For the half year ended 31 December 2020**

**8. LOANS (continued)**

Under the terms of the Loan Facility, the Loan Amount, interest and any amount capitalised under the Loan Facility (**Outstanding Balance**) will be automatically set off against the amount to be paid by Tembo Capital for the issue and allotment of Shares to Tembo Capital under any capital raising undertaken by Orion on or before 31 October 2020 (**Subscription Amount**) (subject to shareholder and FIRB approvals).

On 7 August 2020, the Company announced a \$6.2M capital raising. As part of the capital raising, Tembo Capital subscribed for \$0.3M and in addition to its participation in the capital raising, Tembo Capital subscribed for a further \$2.1M worth of Shares at an issue price of \$0.017 per Share, being the issue price for Shares issued under the capital raising.

On 29 October 2020, the Company issued 122.1M Shares at an issue price of \$0.017 per Share to Tembo Capital, which under the terms of the Loan Facility, was offset against the Outstanding Amount, resulting in the Loan Facility being repaid in full.

Convertible Loan

On 25 January 2019, the Company announced a \$3.6M loan facility with Tembo Capital (**Loan Facility**). The key terms of the Loan Facility are:

- Loan Facility Amount: Up to \$3.6M;
- Interest: Capitalised at 12% per annum accrued daily on the amount drawn down;
- Repayment: Tembo Capital may elect for repayment of the balance of the Loan Facility (including capitalised interest and fees) (**Outstanding Amount**) to be satisfied by the Shares by the Company to Tembo Capital at a deemed issue price of \$0.026 per Share (subject to receipt of shareholder and Foreign Investment Review Board approvals). The Outstanding Amount must be repaid by 30 June 2021 (previously 31 October 2020), or if Tembo Capital elects to receive Shares in repayment of the Outstanding Amount in lieu of payment in cash, the date on which the Shares are to be issued to Tembo Capital (or such later date as may be agreed between Tembo Capital and Orion);
- Establishment fee:
  - Cash - capitalised 5% of the Loan Facility Amount and capitalised 4% of the Outstanding Amount as of 24 January 2020, payable on the Repayment date; and
  - Options - 11M unlisted Orion options, exercisable at a price of \$0.03 per option, expiring on 17 June 2024.
- Security: Unsecured.

**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT**  
For the half year ended 31 December 2020

**9. ISSUED CAPITAL**

	December 2020 \$'000	June 2020 \$'000
Ordinary fully paid shares	155,595	146,648
	<b>155,595</b>	<b>146,648</b>

The following movements in issued capital occurred during the period:

	Number of shares	Issue price	\$'000
<b>Ordinary fully paid shares</b>			
Opening balance at 1 July 2020	2,899,560,397		146,648
<i>Share Issues:</i>			
Placement (12 August 2020)	342,341,167	\$0.017	5,820
Placement (19 August 2020)	3,807,348	\$0.017	65
Placement (8 October 2020)	10,500,000	\$0.033	347
Placement – Tembo Capital (29 October 2020)	19,100,725	\$0.017	325
Placement – Tembo Capital (29 October 2020)	122,075,745	\$0.017	2,075
Option exercise (24 November 2020)	10,000,000	\$0.02	200
Option exercise (30 November 2020)	4,000,000	\$0.02	80
Option exercise (1 December 2020)	2,333,333	\$0.02	47
Less: Issue costs	---	---	(12)
<b>Total</b>	<b>3,413,718,715</b>		<b>155,595</b>

**10. SHARE BASED PAYMENTS RESERVE**

The employee share option and share plan reserve is used to record the value of equity benefits provided to employees, consultants and directors as part of their remuneration.

The following movements in the share based payments reserve occurred during the period:

	\$'000
Opening balance at 1 July 2019	2,687
Share based payments expense	1,312
Unlisted share options expired/exercised and transferred to accumulated losses (i)	(615)
<b>Closing balance at 30 June 2020</b>	<b>3,384</b>
Share based payments expense	788
Unlisted share options expired/exercised and transferred to accumulated losses (i)	(553)
<b>Closing balance at 31 December 2020</b>	<b>3,619</b>

- (i) During the period, previously recognised share based payment transactions for options which had vested but subsequently expired were transferred to accumulated losses.

**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT**  
For the half year ended 31 December 2020

**10. SHARE BASED PAYMENTS RESERVE (continued)**

The following options to subscribe for ordinary fully paid shares expired during the half year:

	Number of options	Expiry date	Exercise price
<b>Class</b>			
Unlisted options	18,333,333	30/11/2020	\$0.035
Unlisted options	18,333,334	30/11/2020	\$0.05
<b>Total</b>	<b>36,666,667</b>		

There were 49,000,000 options granted and 16,333,333 options were exercised during the half year ended 31 December 2020.

**11. NON-CONTROLLING INTEREST**

	December 2020 \$'000	June 2020 \$'000
Opening balance	(2,552)	1,244
<u>Movement</u>		
BEE restructure adjustment	---	(2,700)
Liquidation of subsidiary	(240)	---
Accumulated losses	(362)	(1,096)
<b>Closing balance</b>	<b>(3,154)</b>	<b>(2,552)</b>

The non-controlling interest parties have the following interest in the Group South African subsidiaries:

Prieska Copper Zinc Mine (Pty) Ltd 30% (2019: 26.67%), Rich Rewards Trading 437 (Pty) Ltd 0% (2019: 26.67%), Vardocube (Pty) Ltd 30% (2019: 30%), Bartotrax (Pty) Ltd 0% (2019: 26.67%), Prieska Copper Mines Ltd 31.78% (2019: 2.54%) and Prieska Copper Mines Nature Conservation Trust 31.78% (2019: 2.54%).

**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT**  
For the half year ended 31 December 2020

**12. EARNINGS PER SHARE**

Basic earnings per share amounts are calculated by dividing the net loss or earnings for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net loss or earnings attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year (adjusted for the effects of potentially dilutive options and dilutive partly paid contributing shares).

The following reflects the income and share data used to calculate basic and diluted earnings per share:

**a) Basic and diluted profit/ (loss) per share**

	December 2020 Cents	December 2019 Cents
Profit/(loss) attributable to owners of the Company	0.02	(0.20)
Diluted Profit/(loss) attributable to owners of the Company	0.02	(0.20)

**b) Reconciliation of profit/ (loss) used in calculating earnings per share**

	December 2020 \$'000	December 2019 \$'000
Profit/(loss) from continuing operations attributable to equity holders of the Group	104	(5,159)
Loss attributable non-controlling interest	(362)	(639)
Profit/(loss) attributable to owners of the Company	466	(4,520)

**c) Weighted average number of shares**

	December 2020 Number	December 2019 Number
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share.	3,061,534,114	2,221,005,394
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share.	3,206,467,447	2,221,005,394

**d) Headline profit / (loss) per share**

	December 2020 \$'000	December 2019 \$'000
Profit/(loss) before income tax	466	(4,520)
Impairment of non-current assets reversal	---	---
Plant and equipment written off	---	---
<b>Adjusted earnings</b>	<b>466</b>	<b>(4,520)</b>
Weighted average number of shares	3,061,534,114	2,221,005,394
Profit/(loss) per share (cents per share)	0.02	(0.20)
Profit/(loss) per share (cents per share)	0.02	(0.20)

**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT**  
For the half year ended 31 December 2020

**13. SEGMENT REPORTING**

The Group's operating segments are identified and information disclosed, where appropriate, on the basis of internal reports reviewed by the Company's Board of Directors, being the Group's Chief Operating Decision Maker, as defined by AASB 8. Reportable segments disclosed are based on aggregating operating segments where the segments have similar characteristics.

The Group's core activity is mineral exploration, evaluation and development within South Africa and Australia. During the half year to 31 December 2020, the Group has actively undertaken exploration, evaluation and development in South Africa.

Reportable segments are represented as follows:

31 December 2020	Australia	South Africa	Total
	\$'000	\$'000	\$'000
<b>Segment net operating profit / (loss) after tax</b>	(2,392)	2,496	104
Depreciation	(3)	(24)	(27)
Finance income	1,206	48	1,253
Finance expense	(336)	(58)	(394)
Exploration expenditure written off and expensed	(171)	(866)	(1,037)
<b>Segment non-current assets</b>	<b>11,321</b>	<b>58,106</b>	<b>69,428</b>

30 June 2020	Australia	South Africa	Total
	\$'000	\$'000	\$'000
<b>Segment net operating loss after tax</b>	(6,089)	(12,546)	(18,651)
Depreciation	(9)	(167)	(176)
Finance income	23	1,870	1,893
Finance expense	(1,114)	(179)	(1,293)
Exploration expenditure written off and expensed	(369)	(1,799)	(2,168)
<b>Segment non-current assets</b>	<b>11,309</b>	<b>53,057</b>	<b>64,366</b>



**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL REPORT**

For the half year ended 31 December 2020

**14. EVENTS SUBSEQUENT TO BALANCE DATE**

No significant events occurred after the reporting date of the Company and the Group except for those matters referred to below:

- On 2 February 2021, the Company announced that it had entered into an option agreement giving it exclusive rights and a clear pathway to acquire and consolidate a significant interest in an extensive copper mining complex, the Okiep Copper Complex (OCC), located approximately 570km north of Cape Town in the Northern Cape Province of South Africa.

The exclusive option gives Orion the right to undertake due diligence and acquire a 56.25% interest in SAFTA – alongside the IDC with 43.75%, 100% of NCC and 100% of BCC.

These entities, collectively known as the Okiep Copper Complex, hold the mineral rights to the majority of the large historical mines of the Okiep Copper Company, which historically produced more than 2Mt of copper metal from a significant copper-producing district. This potentially significant growth opportunity could become a future second base metal production hub for Orion in the Northern Cape, alongside its flagship Prieska Project.

- On 10 February 2021, the Company announced a maiden JORC Mineral Resource comprising 8.9Mt at 1.37% Cu for 122,000 tonnes of copper for three deposits (Flat Mines) which form part of the Okiep Copper Complex.

The Mineral Resource, which has been verified by Orion's due diligence investigation, comprises a Measured Resource of 3,505,000 tonnes at 1.41% copper, an Indicated Resource of 5,001,000 tonnes at 1.28% Cu and an Inferred Resource of 401,000 tonnes at 0.84% Cu.

The Mineral Resource is located on the South African Tantalum Mining (Pty) Ltd's Mining Right Application, over which Orion recently secured an option to acquire a 56.25% interest. The copper mineralisation has excellent potential for both strike and dip extensions, with high-priority EM targets also identified below the deposit.

- On 15 February 2021, the Company announced that it had secured the right to acquire the entire furnished head office and database of the O'Okiep Copper Company for ZAR25M (~\$2.1M), payable in cash and Orion Shares. The proposed acquisition represents a significant step forward for Orion, positioning it to fast-track its evaluation, feasibility and exploration activities across the Okiep Copper Complex, located 570km north of Cape Town, following the recently announced option agreement to consolidate dominant ownership of this Tier-1 copper mining province.
- On 25 February 2021, the Company announced a strongly supported \$25M capital raising, which is being conducted via a two-tranche placement, comprising a total of 694.4M Shares at an issue price of \$0.036 per Share. Tranche 1 of the placement, comprises the issue of 490M Shares, using the Company's 15% placement capacity under ASX Listing Rule 7.1 to raise \$17.6M and Tranche 2 comprises 204M Shares to raise \$7.4M, including \$2M from Orion non-executive Director Tom Borman, (subject to shareholder approval, to be sought at a general meeting of Orion shareholders planned to be held in April 2021).

**DIRECTORS' DECLARATION**

In the opinion of the directors of Orion Minerals Limited (the **Company**):

1. the interim consolidated financial statements and notes set out on pages 21 to 37, are in accordance with the *Corporations Act 2001* including:
  - (a) giving a true and fair view of the financial position of the Group as at 31 December 2020 and of its performance, as represented by the results of its operations and cash flows for the six month period ended on that date; and
  - (b) complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*; and
2. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the directors:



Denis Waddell  
Chairman

Dated at Perth this 4<sup>th</sup> day of March 2021.

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## INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Orion Minerals Limited

### Report on the Half-Year Financial Report

#### Conclusion

We have reviewed the half-year financial report of Orion Minerals Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 2020, 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 half-year ended on that date, a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of the Group does not comply with the *Corporations Act 2001* including:

- (i) Giving a true and fair view of the Group's financial position as at 31 December 2020 and of its financial performance for the half-year ended on that date; and
- (ii) Complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

#### Basis for conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of 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 the audit of the annual 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 the same terms if given to the directors as at the time of this auditor's review report.

#### Material uncertainty relating to going concern

We draw attention to Note 2 (c) 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 conclusion is not modified in respect of this matter.

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### **Responsibility of the directors for the financial report**

The directors of the company are responsible for the preparation of the half-year 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 half-year financial report that is free from material misstatement, whether due to fraud or error.

### **Auditor's responsibility for the review of the financial report**

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Company's financial position as at 31 December 2020 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 Interim Financial Reporting and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

**BDO Audit Pty Ltd**

A handwritten signature in black ink, appearing to read 'James Mooney', is written over a faint, stylized BDO logo.

**James Mooney**  
**Director**

Melbourne, 4 March 2021

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