



Orion Minerals

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Orion exercises option to acquire and consolidate the Okiep Copper Project

Landmark acquisition delivers a compelling near-term production opportunity in South Africa's Northern Cape, complementing Orion's flagship development-ready Prieska Copper-Zinc Project

- ▶ Orion takes a major step forward in its strategy to become a diversified, new-generation base metal producer positioned to deliver critical metals for the global energy transformation by:
 - Exercising its option (refer ASX/JSE release 2 February 2021) (OCP Option) to acquire a controlling interest in several properties within the Okiep Copper Project (OCP) in South Africa's Northern Cape, encompassing mineral rights over the majority of the large historical mines of the world-class Okiep Copper Complex; and
 - Exercising a separate option (refer ASX/JSE release 15 February 2021) (Data Option) to acquire mining and exploration records and extensive data held by the O'Okiep Copper Company (and its affiliates), giving Orion access to data covering 60+ years of mining history at the OCP.
- ▶ The OCP acquisition has been restructured with Orion now directly acquiring the mineral rights and other assets held by Southern African Tantalum Mining (Pty) Ltd (SAFTA), Nababeep Copper Company (Pty) Ltd (NCC) and Bulletrap Copper Co (Pty) Ltd (BCC) (Okiep Copper Project), rather than the entities themselves.
- ▶ Orion has completed an extensive due diligence investigation on the OCP during which it estimated maiden JORC compliant Mineral Resources totalling 11.5Mt at 1.4% Cu for 159,000 tonnes of contained copper (refer ASX/JSE release 29 March 2021), identified numerous high priority exploration targets (refer ASX/JSE release 17 March 2021) and commenced exploration activities.
- ▶ A positive Scoping Study completed in May 2021 confirmed the potential for early cash-flow and 'Proof-of-Concept' copper production, with results from the study confirming:
 - The OCP deposits have potential to be mined at low cost by both open pit and underground mining methods;
 - Potential exists to rapidly advance the project to production, with critical permitting processes already under way; and
 - A 'proof-of-concept'-scale operation requiring low upfront capital investment can provide commercially attractive returns and early cash flows.
- ▶ Potential exists for significant operational synergies between the OCP and Orion's fully-permitted Prieska Copper-Zinc Project, also located in the Northern Cape Province, where Orion is in advanced project funding discussions.

Orion's Managing Director and CEO, Errol Smart, said:

"This is another pivotal moment in Orion's journey to become a major base metals producer in South Africa, with two production hubs in the world-class Northern Cape Province and, in the process, a key supplier of metals that are critical for global energy transformation."

Orion Minerals Limited
Incorporated in the Commonwealth of Australia
Suite 617, 530 Little Collins Street, Melbourne, Victoria 3000
ACN: 098 939 274
Ordinary shares on issue: 4,317m | Options on issue: 234m

www.orionminerals.com.au

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“Just six months after we made headlines in South Africa by securing an exclusive option to secure a controlling interest in this world-class copper district, we have delivered JORC compliant Resources, completed a Scoping Study, conducted extensive due diligence studies, embarked on major greenfield and brownfield exploration programs and now exercised our option to acquire key assets under a restructured agreement with the vendors.

“This is a wonderful achievement by our team which once again demonstrates the extraordinary ‘can-do’ culture within Orion. We are very focused on achieving our goals in an efficient and timely manner.

“Our due diligence investigation has confirmed and exceeded our best case expectations, clearly demonstrating that the OCP is an outstanding opportunity for Orion to establish a second major base metals production hub alongside our flagship Prieska Copper-Zinc Project.

“This is an area that has delivered significant historical copper production – with previous owners, such as Newmont and Goldfields, producing 30,000 - 40,000 tonnes of copper metal per annum over many decades – and we believe there is a compelling opportunity to re-establish this scale of production following the completion of further drilling and feasibility work.

“Our recently-completed Scoping Study demonstrates positive economics from a smaller-scale proof-of-concept mining operation, with the potential for first production within 16 months of the start of construction. On that basis, we have exercised the option to complete the OCP acquisition, paving the way for us to commence more detailed Feasibility Studies on a near-term production opportunity.

“We will progress the Feasibility Studies in parallel with ongoing works to upgrade confidence in historic Newmont and Goldfields estimates of mineralisation not yet reported as JORC compliant mineral resources. This work is progressing with a multi-pronged exploration program, and ongoing project permitting.

“Following our exercise of the OCP Option, exploration programs will be intensified, with our due diligence work already having defined a series of high-priority drill targets along the prolific Carolusberg – Koperberg line of historical workings, and a major regional SkyTEM™ survey now underway in collaboration with the Council for Geosciences, to map out structure and potential mineralised mafic intrusives.

“These programs are squarely aimed at growing our resource base at the OCP to support a larger-scale, longer-term mining operation – an objective that will be significantly fast-tracked by our exercise of a second option to acquire a vast historical database of more than 60 years of mining and exploration records.

“Our objective is for future production from OCP, to supplement Prieska's forecast production of 22ktpa of copper and 70ktpa of zinc, transforming Orion into a substantial base metal mining house with two operating hubs in Tier-1 mining districts in the Northern Cape.”

Orion Minerals Limited (**ASX/JSE: ORN**) (**Orion** or the **Company**) is pleased to announce that it has taken another key step in its strategy to become a leading diversified international base metals producer after exercising its exclusive option to acquire a controlling interest in the majority of the properties comprising the **Okiep Copper Project (OCP)**, located approximately 570km north of Cape Town in the Northern Cape Province of South Africa (Figure 1). In addition to the OCP Option acquisition Orion has also applied for additional Prospecting Rights to supplement the OCP mineral rights.

The mineral rights holding of OCP are intended to be held by two newly formed Orion companies, namely the New Okiep Exploration Company (Pty) Ltd (**New Okiep Exploration Co**) (initially 100% Orion) and the New Okiep Mining Company (Pty) Ltd (**New Okiep Mining Co**) (initially 56.3% Orion: 43:7% Industrial Development Corporation (**IDC**)). Both of these entities will in future include empowerment partners in compliance with Mining Charter 2018.

In parallel, the Company has also exercised its option to acquire the database owned by the O'Okiep Copper Company (and its affiliates), including all historical mining and exploration records for the OCP covering more than 60 years of production history.

The OCP is a significant growth opportunity as it could become a second base metal production hub for Orion in the Northern Cape alongside its flagship Prieska Copper-Zinc Project (**Prieska Project**), located 450km east of the OCP (Figure 1).

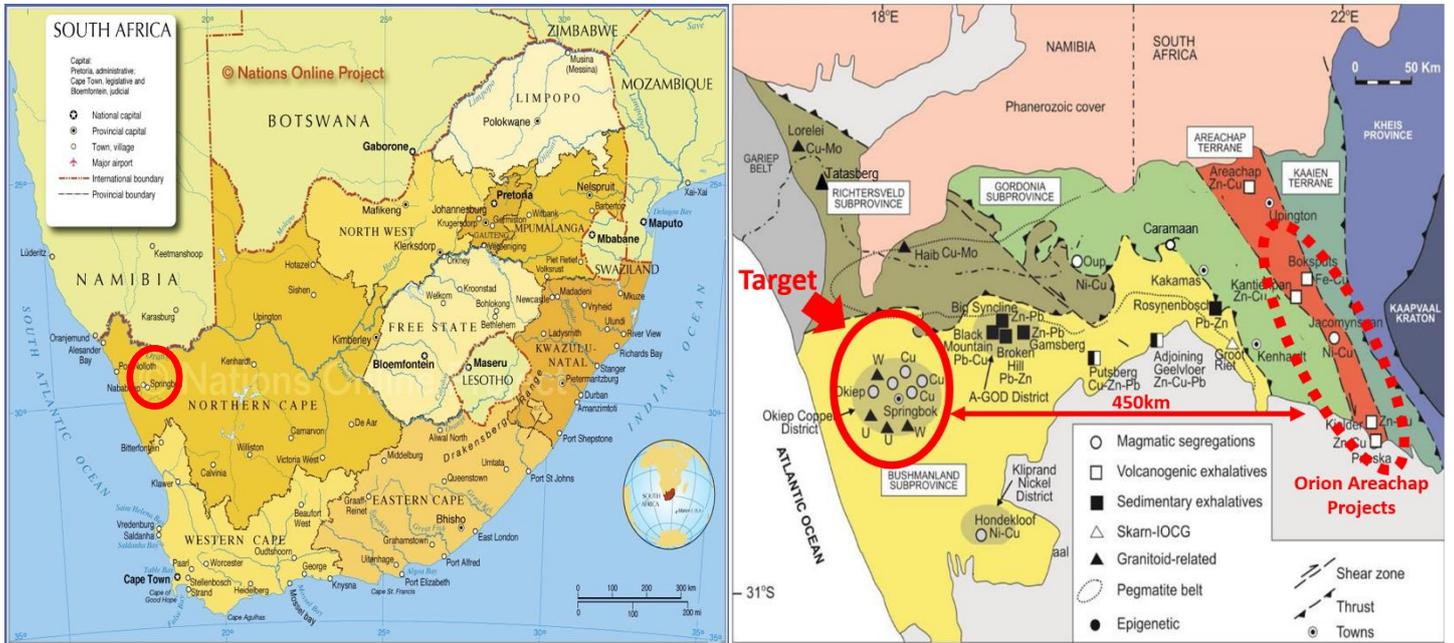


Figure 1: Location of the Okiep Copper Project (Okiep Project) in relation to Orion's existing Areachap projects.

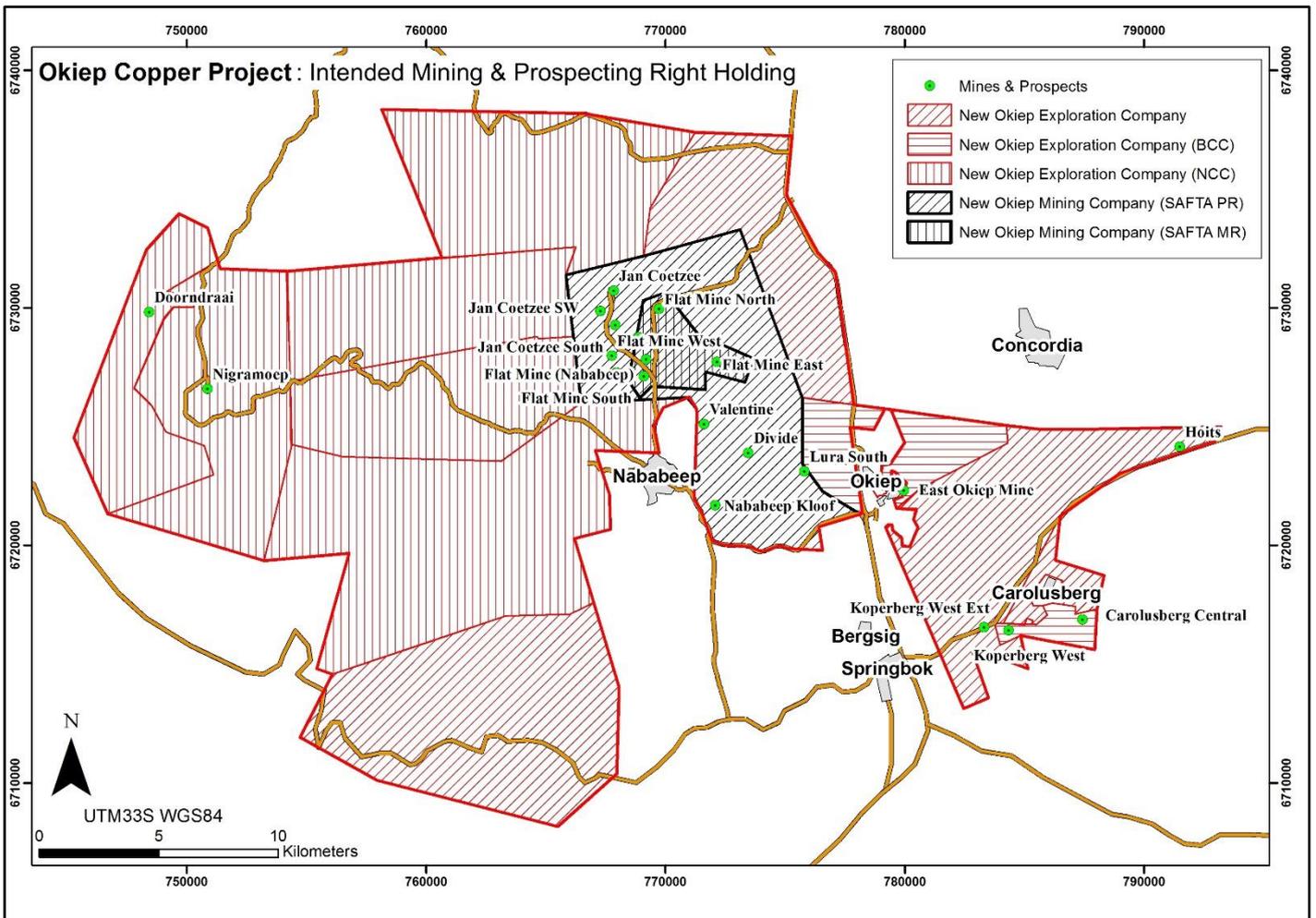


Figure 2: Location of the Okiep Copper Project (Okiep Project) Mineral rights.

The OCP Option has been restructured since the initial OCP Option Agreement was announced on 2 February 2021, with Orion now directly acquiring the assets held by Southern African Tantalum Mining (Pty) Ltd (**SAFTA**), Nababeep Copper Company (Pty) Ltd (**NCC**) and Bulletrap Copper Co (Pty) Ltd (**BCC**), rather than the entities themselves.

These entities hold the majority of the large, historical mines in this significant copper-producing district, which has produced more than 2Mt of copper metal over a 150-year period to 2003. The mineral rights include numerous existing drilled copper orebodies with decline mine access and services in place.

Since signing the OCP Option Agreement, Orion has undertaken extensive due diligence work at the OCP, including the completion of JORC compliant Mineral Resource Estimates for an initial six deposits totalling 11.5 million tonnes grading 1.4% copper for 159,000 tonnes of contained copper (refer ASX / JSE release 29 March 2021).

In addition, the Company also completed a positive Scoping Study (refer ASX / JSE release 3 May 2021), which demonstrated the economic merit of developing a foundation phase mining operation at the OCP while Orion conducts the required work and engineering studies to support its aspiration for achieving a larger mining operation with production at a similar scale to past owners Newmont and Goldfields who produced 30,000 - 40,000 tonnes per annum of copper.

Orion's objective of rapidly expanding the Mineral Resource base at the OCP is supported by the exercise of a separate option agreement to acquire the extensive historical mining and exploration database held by the O'Okiep Copper Company (and its affiliates) (refer ASX / JSE release 15 February 2021), covering more than 60 years of production and exploration history.

Drilling and geological information within this database has already supported the completion of the initial Mineral Resource estimates outlined above, as well as enabling Orion to define a series of high-priority initial drill targets within the OCP, particularly along the Carolusberg – Koperberg line (refer ASX / JSE release 21 May 2021).

Targeting for discovery of new mineralisation at the OCP is further supported by a recent agreement with the Council for Geoscience, Republic of South Africa (CGS) to collaborate on exploration initiatives across the Northern Cape (refer ASX / JSE release 1 June 2021). A major regional SkyTEM™ survey is currently being conducted under this collaboration agreement, targeting copper sulphide mineralisation hosted in mafic intrusive bodies within the OCP area.

Okiep Copper Project – Key Acquisition Details

Orion and the management and shareholders of each of SAFTA, NCC and BCC (collectively, **Target Entities**) reached agreement with each other in relation to the manner in which the OCP Option would be restructured when implemented. This restructure principally related to Orion acquiring the assets and claims on loan account from each of the OCP Target Entities, rather than acquiring all of the issued shares in, and claims on loan account against, the Target Entities as had been previously contemplated in the OCP Option Agreement.

New Okiep Mining Co (in relation to SAFTA) and New Okiep Exploration Co (in relation to NCC and BCC) (each a **Purchaser**) will acquire all of the assets of SAFTA, NCC and BCC, respectively, comprising principally their respective mineral rights (**Mineral Projects**), mineral data, rehabilitation guarantees, any specified contracts and any other assets identified by the Purchasers (collectively, the **Sale Assets**) (**Okiep Transaction**).

The aggregate purchase consideration payable by the Purchasers to the Target Entities and their shareholders (excluding the IDC) (**Selling Shareholders**) for the Sale Assets is ZAR76.5 million (~A\$7.1 million) (**Purchase Consideration**), to be settled as to ZAR18.4 million in cash and ZAR58.1 million in Orion fully paid ordinary shares (**Shares**) (**Orion Consideration Shares**). The issue price of the Orion Consideration Shares will be equal to the 30-day volume weighted average price (**VWAP**) of the Orion Consideration Shares traded on the ASX and the JSE in the period ending on the date that is the earlier of (i) the closing date of the applicable part of Okiep Transaction; and (ii) 30 days after the date on which the last of specified mineral right is granted in respect of the Target Entity that is the subject of that transaction.

In addition to the Purchase Consideration, the Selling Shareholders will be entitled to a conditional deferred payment (**Agterskot**). The Agterskot will be calculated on the basis of the number of tonnes of Mineral Resources published by Orion in relation the Mineral Projects in compliance with the JORC Code, estimated with reference to the relevant cut-off grade, less the tonnes of the baseline JORC Code Mineral Resource (as set out in more detail in Appendix 1).

Orion will, within a period of 12 months after the closing date of each Okiep Transaction, incur aggregate exploration expenditure of at least ZAR4.0 million (~A\$0.37 million) in exploring the Mineral Projects for each Acquisition Target seeking to satisfy the Mineral Resource requirements on the basis of which the Agterskot will become payable to the shareholders of the Target Entities (excluding the Industrial Development Corporation (**IDC**)).

The Okiep Transaction agreements otherwise contains such undertakings, warranties and terms and conditions as would be standard and customary to include in transactions of this nature.

Additional information in relation to the Okiep Transaction agreements is included in Appendix 1.

O'Okiep Copper Company Database – Key Acquisition Details

The aggregate purchase price payable by Orion to the O'Okiep (Okiep) Copper Company Proprietary Limited, O'Okiep Australia Pty Ltd and N7 Transport CC for the mining and exploration data and premises following Orion's exercise of the Data Option (**Data Option Purchase Price**) is as follows:

Target Entity	Purchase Price		Total
	Cash	Cash or Shares ¹	
Stage 1:			
Mining and Exploration Data	ZAR3.5 million	ZAR2.5 million	ZAR6.0 million
Premises	ZAR0.5 million	---	ZAR0.5 million
Sub-total	ZAR4.0 million	ZAR2.5 million	ZAR6.5 million
Stage 2:			
Mining and Exploration Data	---	ZAR18.0 million	ZAR18.0 million
Premises	ZAR0.5 million	---	ZAR0.5 million
Sub-total	ZAR0.5 million	ZAR18.0 million	ZAR18.5 million
Total	ZAR4.5 million	ZAR20.5 million	ZAR25.0 million

¹: Orion may at its election, settle the Purchase Price in cash or Shares (refer below).

- The Purchase Price will be settled as follows:
 - Stage 1 Cash: Payable within 5 business days following the date the option was exercised (30 July 2021) (**Data Option Exercise Date**).
 - Stage 1 Shares: Orion has elected to settle the Purchase Price in Shares and under the terms of the agreement, will issue ~4.1 million Shares at an issue price of \$0.034 per Share, within 30 days following the Data Option Exercise Date.
The Data Option Purchase Price payable in respect of the Mining and Exploration Data has been reduced by the option fee of ZAR1.0 million to ZAR1.5 million.
 - Stage 2 Cash: Payable on or before 12 February 2022.
 - Stage 2 Shares: Where Orion elects to settle the Purchase Price in Shares, the Shares will be issued on or before 12 February 2022 on the same terms as those Shares issued by Orion in Stage 1, above.
- The Purchase Price payable in respect of the Premises shall be adjusted to account for certain expenses, rates, taxes and levies incurred up to the date of registration of the transfer.

The Data Option agreement otherwise contains such undertakings, warranties and terms and conditions as would be standard and customary to include in transactions of this nature.

For key terms of the Data Option Purchase Price payable by Orion following the exercise of the option to acquire the O'Okiep Copper Company database, refer to Orion's ASX / JSE announcement, released on 15 February 2021.

Next Steps

Following its exercise of the OCP Option, Orion is mobilising to commence drilling at the high priority BCC Prospecting Right, where Orion is acquiring a 100% interest in the Prospecting Right. Orion will also progress further feasibility studies for the development of a proof-of-concept scale mining operation at OCP in line with the parameters outlined in the May 2021 Scoping Study.

In addition, the SkyTEM™ survey currently underway is expected to be completed by mid-August, after which the survey data will be integrated with the existing OCP datasets to inform and prioritise drill targeting for future drilling programs.

For and on behalf of the Board.



Errol Smart
Managing Director and CEO

ENQUIRIES

Investors

Errol Smart – Managing Director & CEO

Denis Waddell – Chairman

T: +61 (0) 3 8080 7170

E: info@orionminerals.com.au

Media

Nicholas Read

Read Corporate, Australia

T: +61 (0) 419 929 046

E: nicholas@readcorporate.com.au

JSE Sponsor

Monique Martinez

Merchantec Capital

T: +27 (0) 11 325 6363

E: monique@merchantec.co.za

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Appendix 1:

Salient Details of Restructured Purchase Agreements

- **Agreements Overview**

- Orion and the management and shareholders of each of SAFTA, NCC and BCC (collectively, **Target Entities**) reached agreement with each other in relation to the manner in which the OCP Option would be restructured when implemented. This restructure principally related to subsidiaries of Orion agreeing to acquire the assets and claims on loan account from each of the Target Entities, rather than acquiring all of the issued shares in, and claims on loan account against, the Target Entities as had been previously contemplated in the OCP Option Agreement.
- The restructure of the OCP Option resulted in four agreements being signed between Orion, certain of its subsidiaries, the Target Entities and their shareholders (excluding the IDC) (**Selling Shareholders**). These are as follows:
 - the SAFTA Asset Acquisition Agreement, in terms of which New Okiep Mining Company Proprietary Limited (a subsidiary of Orion) (**New Okiep Mining Co**) will acquire the assets owned by SAFTA, including its mineral rights and data relating to the OCP, as set out in more detail below (**SAFTA Transaction**);
 - the NCC Asset Acquisition Agreement, in terms of which New Okiep Exploration Company Proprietary Limited (a subsidiary of Orion) (**New Okiep Exploration Co**) will acquire the assets owned by NCC, including its mineral rights and data relating to the OCP, as set out in more detail below (**NCC Transaction**);
 - the BCC Asset Acquisition Agreement, in terms of which New Okiep Exploration Company will acquire the assets owned by BCC, including its mineral rights and data relating to the OCP, as set out in more detail below (**BCC Transaction**); and
 - the Transaction Cooperation Agreement, in terms of which the parties to each of the SAFTA Asset Acquisition Agreement, NCC Asset Acquisition Agreement and the BCC Asset Acquisition Agreement (collectively, **the Acquisition Agreements**) agree to co-operate with each other in the period between the signature date of the Acquisition Agreements and the date on which the assets of each Target Company are transferred to either New Okiep Mining Co or New Okiep Exploration Co, as the case may be (**Interim Period**).
- The rationale for separating the SAFTA Transaction, the NCC Transaction and the BCC Transaction (collectively **Okiep Transactions**) into separate agreements is principally due to each of the Target Entities having different shareholders.
- Each of the Okiep Transactions is capable of closing independently when its particular suspensive conditions have been fulfilled, as described in more detail below.

- **Acquisition Agreements**

- Sale Assets

New Okiep Mining Co (in relation to SAFTA) and New Okiep Exploration Co (in relation to NCC and BCC) (each a **Purchaser**) will acquire all of the assets of SAFTA, NCC and BCC, respectively, comprising principally their respective mineral rights (**Mineral Projects**), mineral data, rehabilitation guarantees, any specified contracts and any other assets identified by the Purchaser (collectively, the **Sale Assets**).

- Purchase Consideration

- The aggregate purchase consideration payable by the Purchasers to the Selling Shareholders for the Sale Assets is ZAR76.5 million (~A\$7.1 million) (**Purchase Consideration**), allocated as to:
 - ZAR40.2 million for the SAFTA Sale Assets, to be settled as to ZAR4.6 million in cash and ZAR35.6 million in shares issued by Orion (**Orion Consideration Shares**);
 - ZAR18.4 million for the NCC Sale Assets, to be settled as to ZAR9.2 million in cash and ZAR9.2 million in Orion Consideration Shares; and
 - ZAR17.9 million for the BCC Sale Assets, to be settled as to ZAR4.6 million in cash and ZAR13.3 million in Orion Consideration Shares.
- The consideration payable in relation to the SAFTA Assets may be reduced by an amount of

ZAR2.8 million if, by the earlier of 30 November 2021 and the closing date of the SAFTA Transaction, the IDC has not received all such internal approvals as it may require in order to provide a funding facility to the New Okiep Mining Co in the amount of at least ZAR40 million. This deduction, if applicable, will be applied to reduce the cash portion of the Purchase Consideration payable in relation to the SAFTA Transaction.

- The issue price of the Orion Consideration Shares will be equal to the 30-day volume weighted average price (**VWAP**) of the Orion Consideration Shares traded on the Australian Securities Exchange (**ASX**) and the Johannesburg Stock Exchange (**JSE**) in the period ending on the date that is the earlier of (i) the closing date of the applicable Okiep Transaction; and (ii) 30 days after the date on which the last of specified mineral right is granted in respect of the Target Entity that is the subject of that transaction.

o Pre-Payment

The Purchasers will pre-pay a portion of the Purchase Consideration (**Pre-Payment**) to the shareholders of each of the Target Entities (excluding the IDC) with effect from the date that is 90 days after the date on which the last mineral right is granted in respect of the Target Entity that is the subject of that transaction until the closing date of the Okiep Transaction concerned. The Pre-Payment amount is ZAR350,000 in respect of the SAFTA Transaction and ZAR250,000 in respect of each of the NCC Transaction and the BCC Transaction. The aggregate of the Pre-Payments is deducted from the Orion Consideration Shares portion of the Purchase Consideration payable in relation to each Okiep Transaction.

o Deferred Payment

- In addition to the Purchase Consideration, the Selling Shareholders will be entitled to a conditional deferred payment (**Agterskot**). The Agterskot will be calculated on the basis of the number of tonnes of Mineral Resources published by Orion in relation the Mineral Projects in compliance with the JORC Code, estimated with reference to the relevant cut-off grade described in the table below, less the tonnes of the baseline JORC Code Mineral Resource, as follows:
 - for SAFTA, ZAR11 per tonne of JORC Code Mineral Resource in excess of the baseline Mineral Resource for the SAFTA Mineral Project of 8,900,000 tonnes and above the relevant cut-off grade described in the table below; and
 - for BCC and NCC, ZAR20 per tonne of JORC Code Mineral Resource that is above the relevant cut-off grade described in the table below (there being no baseline Mineral Resource applicable to BCC and NCC),

subject to the maximum Agterskot amount in relation to each Target Entity described in the table below.

	SAFTA	NCC	BCC	TOTAL
Maximum Agterskot value	ZAR38,812,500	ZAR29,500,000	ZAR30,000,000	ZAR98,312,500
Agterskot payment per tonne of ore	ZAR11.00	ZAR20.00	ZAR20.00	–
Lower Cut Off Grade: Ore 0 - 400m below surface (% Cu)	1.0%	1.1%	1.1%	–
Lower Cut Off Grade: Ore more than 400m below surface (% Cu)	1.2%	1.2%	1.2%	–

- The Agterskot will be settled by way of Orion issuing Shares to each Selling Shareholder in the Target Entity concerned (**Agterskot Shares**) where:
 - the relevant number of Agterskot Shares will be issued (i) in relation to any Mineral Resources identified in relation the Target Entity concerned that may have been published by Orion on the ASX on or prior to the applicable closing date, at the same time as the Orion Consideration Shares; and (ii) thereafter twice-annually within 30 days after the publication by Orion of each of its half-year results and its full year results, in each case in relation to the

Mineral Resources identified and reported in relation to each Mineral Project since the last half-year or full-year results publication (as the case may be); and

- the issue price of the Agterskot Shares will be equal to (i) in relation to the Agterskot Shares contemplated in (i) above, at the same issue price as the Orion Consideration Shares; and (ii) in relation to the Agterskot Shares contemplated in (ii) above, at the 30-day VWAP of the Orion Shares traded on the ASX and the JSE in the period immediately after to the publication date of the relevant half-year or full-year results (as the case may be).
 - o Suspensive Conditions
 - The Okiep Transactions are each subject to the fulfilment (or, where possible, waiver) of various suspensive conditions (some of which have already been fulfilled) and include:
 - that within 5 business days after the signature date of the Acquisition Agreement concerned:
 - ▶ board approvals from each of the parties has been obtained;
 - ▶ a special resolution from the shareholders (excluding the IDC) of each of the Target Entities has been obtained; and
 - ▶ the Acquisition Agreements and the Transaction Cooperation Agreement (collectively **Okiep Transaction Agreements**) have been executed by all of the parties to those agreements.
 - Orion has exercised the Data Option;
 - that on or before the date that is 18 months after the signature date (which date may be extended by Orion for a further period of 6 months):
 - ▶ approval, where required or so elected by Orion, from the shareholders of Orion for the Okiep Transaction;
 - ▶ the Foreign Surveillance Department of the South African Reserve Bank has granted its approval for the relevant components of the Okiep Transaction;
 - ▶ if and to the extent required, the ASX has granted its approval for the Okiep Transaction, including the issue by Orion Minerals of the Orion Consideration Shares;
 - ▶ if and to the extent applicable, the Takeover Regulation Panel has granted the relevant exemption for the Okiep Transaction; and
 - ▶ the Purchaser has not at any time prior to the fulfilment and/or waiver of the Suspensive Conditions notified the Target Entities that a material adverse event has occurred.
 - The SAFTA Transaction is subject to the fulfilment of the additional suspensive conditions that:
 - on before 31 August 2021 (which date may be extended by Orion for a further 14 days):
 - ▶ the IDC accedes to the SAFTA Asset Acquisition Agreement and the Transaction Cooperation Agreement; and
 - ▶ the IDC signs the special resolution of the SAFTA shareholders approving the SAFTA Transaction,
 - (IDC Conditions)
 - on or before the date that is 18 months after the signature date (which date may be extended by Orion for a further period of 6 months), Orion and the IDC have agreed on the terms and conditions of the memorandum of incorporation to be adopted by New Okiep Mining Co which sets out the definitive terms and conditions on which they are to conduct the affairs of New Okiep Mining Co and regulates the relationship between them as shareholders in New Okiep Mining Co.
 - If the IDC Conditions should not be fulfilled by the relevant deadline date, then Orion will be deemed to have exercised the OCP Option as contemplated in the OCP Option Agreement with respect solely to the Sale Equity in SAFTA.
- o Approval in terms of Section 11 of the Mineral and Petroleum Resources Development Act, 2002 (Section 11).

The transfer of the Mineral Rights from each Target Entity to the relevant Purchaser is subject to the approval from the Minister of the Department of Mineral and Energy Affairs (or his lawful delegate) in

terms of Section 11. In the event that approval in terms of Section 11 is not obtained by the date that is 24 months after the Signature Date (which date may be extended by Orion for a further period not exceeding 6 months) then the Parties will meet to negotiate an alternative means and transaction structure to place the Parties in the same or substantially the same commercial position as if the SAFTA Transaction had been implemented, provided that, should the Parties be unable to reach agreement with each other then any Party may refer the matter to a Senior Mining Lawyer who shall finally determine the alternative means and transaction structure.

- **Transaction Cooperation Agreement**

- Access and Developmental Activities

- In terms of the Transaction Cooperation Agreement, the Purchasers are given full and prompt access to all of the books, records, contracts, documentation, financial information, personnel, advisors and premises of the Target Entities as well as access to the Mineral Project sites for the duration of the Interim Period.
- The Purchaser is also entitled to carry out exploration and mining activities at the Mineral Projects, as may be permissible in terms of the relevant Mineral Rights and subject to all such activities being undertaken in terms of all applicable laws.

- Mineral Rights Optimisation

In consultation and collaboration with the Target Entities, the Purchasers may propose and implement various measures and steps that may be taken to supplement, amend or substitute the Mineral Rights with the primary objective of securing and/or increasing the security of tenure and/or the value of the Mineral Projects.

- Post-Closing Expenditure Commitment

Orion will, within a period of 12 months after the closing date of each Okiep Transaction, incur aggregate exploration expenditure of at least ZAR4.0 million (~A\$0.37 million) in exploring the Mineral Projects and in seeking to satisfy the Mineral Resource requirements on the basis of which the Agterskot will become payable to the Selling Shareholders.

- **Other terms and conditions**

The Okiep Transaction Agreements otherwise contain such undertakings, warranties and terms and conditions as would be standard and customary to include in transactions of this nature.