



## Orion Minerals

ASX/JSE RELEASE: 23 August 2018

### Completion of Share Issues and lodgement of Appendix 3B

**Orion Minerals Ltd (ASX/JSE: ORN) (Company or Orion)** announced on 25 June 2018 an \$11M capital raising at an issue price of \$0.037 per fully paid ordinary share (**Share**) via a placement, to be conducted in two tranches. As announced on 29 June 2018, one of the members of Orion's Black Economic Empowerment Partner in South Africa also subscribed for an additional \$0.25M in Shares at an issue price of \$0.037 per Share, which was added to Tranche 2 of the placement (together the **Placement**). The Placement was made up of \$3.39M in Tranche 1 and, subject to shareholder approval which was obtained at a general meeting on 3 August 2018 (**Meeting**) an additional \$7.86M in Tranche 2. Tranche 1 Shares were issued on 29 June 2018 and Tranche 2 Shares were issued on 15 August 2018.

In addition to the Placement, the Company also obtained shareholder approval at the Meeting pursuant to ASX Listing Rule 10.11 to enable the Chairman, Denis Waddell, to subscribe for 6.8M Shares at the same issue price as the Shares being offered under the Placement to raise \$0.25M and for Tembo Capital Mining Fund II LP (or nominee) (**Tembo Capital**) to subscribe for 172.9M Shares at the same issue price as the Shares being offered under the Placement. The Shares issued to Tembo Capital are issued in consideration for reducing the amount re-payable to Tembo Capital under the Loan Facility between the Company and Tembo, pursuant to which Tembo Capital has advanced \$6M in funds to Orion (excluding capitalised interest and fees) (**Loan Facility**). Refer to Orion's announcement on 18 August 2017 for further details regarding the Loan Facility.

Today, Orion has issued:

- 6,756,756 Shares at \$0.037 per Share to Mr Denis Waddell (or nominee) as approved by shareholders at the Meeting; and
- 172,918,918 Shares at a deemed issue price of \$0.037 per Share to Tembo Capital as approved by shareholders at the Meeting.

Please find attached an Appendix 3B relating to the issue of those Shares.

Denis Waddell  
**Chairman**

## ENQUIRIES

### Investors

Errol Smart – Managing  
Director & CEO

Denis Waddell – Chairman

T: +61 (0) 3 8080 7170

E: [info@orionminerals.com.au](mailto:info@orionminerals.com.au)

Suite 617, 530 Little Collins Street  
Melbourne, VIC, 3000

### Media

Michael Vaughan

Fivemark Partners, Australia

T: +61 (0) 422 602 720

E: [michael.vaughan@fivemark.com.au](mailto:michael.vaughan@fivemark.com.au)

Barnaby Hayward

Tavistock, UK

T: +44 (0) 787 955 1355

E: [orion@tavistock.co.uk](mailto:orion@tavistock.co.uk)

### JSE Sponsor

Rick Irving

Merchantec Capital

T: +27 (0) 11 325 6363

E: [rick@merchantec.co.za](mailto:rick@merchantec.co.za)

### Disclaimer

This release may include forward-looking statements. Such forward-looking statements may include, among other things, statements regarding targets, estimates and assumptions in respect of metal production and prices, operating costs and results, capital expenditures, mineral reserves and mineral resources and anticipated grades and recovery rates, and are or may be based on assumptions and estimates related to future technical, economic, market, political, social and other conditions. These forward-looking statements are based on management's expectations and beliefs concerning future events. Forward-looking statements inherently involve subjective judgement and analysis and are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of Orion. Actual results and developments may vary materially from those expressed in this release. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. Orion makes no undertaking to subsequently update or revise the forward-looking statements made in this release to reflect events or circumstances after the date of this release. All information in respect of Exploration Results and other technical information should be read in conjunction with Competent Person Statements in this release (where applicable). To the maximum extent permitted by law, Orion and any of its related bodies corporate and affiliates and their officers, employees, agents, associates and advisers:

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- disclaim all responsibility and liability for these forward-looking statements (including, without limitation, liability for negligence).

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Orion Minerals Ltd

ABN

76 098 939 274

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |                             |
|---|---|-----------------------------|
| 1 | +Class of +securities issued or to be issued  | Fully paid ordinary shares. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 179,675,674                 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares. |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

<p>4 Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Shares rank equally with all other fully paid ordinary shares on issue.</p>
<p>5 Issue price or consideration</p>	<p>3.7 cents per fully paid ordinary share.</p>
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ul style="list-style-type: none"> <li>• 6,756,756 fully paid ordinary shares issued at an issue price of 3.7 cents per share to Mr Denis Waddell (or nominee) as approved by shareholders at the Company's General Meeting on 3 August 2018 (<b>General Meeting</b>).</li> <li>• 172,918,918 fully paid ordinary shares issued at an issue price of 3.7 cents per share to Tembo Capital Mining Fund II LP (or nominee) (<b>Tembo</b>) as approved by shareholders at the General Meeting.</li> </ul> <p>Funds raised from the issue of fully paid ordinary shares to Mr Denis Waddell (or nominee) will be used principally to progress the Company's Prieska Zinc-Copper Project bankable feasibility study, continue exploration programs on the Company's Northern Cape South African tenements and for general working capital purposes.</p> <p>On 18 August 2017, the Company announced that the Company had entered into a \$6.0M bridge loan facility with Tembo (<b>Bridge Loan</b>). Funds payable by Tembo in connection with the issue of shares to Tembo were applied to reducing the amount re-payable to Tembo under the Bridge Loan at a deemed issue price of 3.7 cents per fully paid ordinary share. Refer to the Company's June 2018 Activities Report for additional information.</p>
<p>6a Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the <sup>+</sup>securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No.</p>

+ See chapter 19 for defined terms.

6b	The date the security holder resolution under rule 7.1A was passed	Not applicable.					
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable.					
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable.					
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.					
6f	Number of +securities issued under an exception in rule 7.2	Not applicable.					
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable.					
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable.					
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable.					
7	<p>+Issue dates</p> <p><small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</small></p> <p><small>Cross reference: item 33 of Appendix 3B.</small></p>	23 August 2018.					
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1,873,733,497</td> <td>Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	1,873,733,497	Fully paid ordinary shares	Fully paid ordinary shares
Number	+Class						
1,873,733,497	Fully paid ordinary shares						

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	232,692,294	Convertible notes.
	94,321,464	Unlisted options exercisable at \$0.0462 expiring 29 March 2019.
	18,333,333	Unlisted options exercisable at \$0.02 expiring 30 November 2020.
	18,333,333	Unlisted options exercisable at \$0.035 expiring 30 November 2020.
	18,333,334	Unlisted options exercisable at \$0.05 expiring 30 November 2020.
	12,300,000	Unlisted options exercisable at \$0.03 expiring 31 May 2022.
	12,300,000	Unlisted options exercisable at \$0.045 expiring 31 May 2022.
	12,300,000	Unlisted options exercisable at \$0.06 expiring 31 May 2022.
	250,000	Unlisted options exercisable at \$0.045 expiring 30 November 2019.
	250,000	Unlisted options exercisable at \$0.06 expiring 30 November 2019.
	2,200,000	Unlisted options exercisable at \$0.05 expiring 30 June 2020.
	1,900,000	Unlisted options exercisable at \$0.035 expiring 30 June 2020.
	3,040,540	Unlisted options exercisable at \$0.037 expiring 15 August 2019.
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable.	

**Part 2 - Pro rata issue**

**Questions 11 to 33 Not Applicable**

**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of +securities  
*(tick one)*
- (a)  +Securities described in Part 1
- (b)  All other +securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

**Questions 35 to 37 - Not Applicable**

**Entities that have ticked box 34(b)**

+ See chapter 19 for defined terms.

**Questions 38 to 42 - Not Applicable**

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Martin Bouwmeester  
Company Secretary

Date: 23 August 2018

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+ See chapter 19 for defined terms.