



Orion Minerals

ASX/JSE RELEASE: 30 October 2020

September 2020 Quarterly Report

Orion secures final permits for new South African copper-zinc mine, prepares for early site works and restarts exciting new phase of near-mine and regional exploration

HIGHLIGHTS

- ▶ **Prieska Copper-Zinc Project, Northern Cape Province officially “shovel-ready” and one of the few advanced, fully-permitted base metal projects worldwide:**
 - Mining Rights now in place for the entire mining plan presented in the updated Bankable Feasibility Study.
 - Important near-mine exploration upside also covered by the Mining Rights.
 - 20-year Water Use Licence granted, marking another key permitting milestone.
- ▶ **Prieska Project development advancing on several fronts:**
 - Tenders received from prospective bidders for the EPCM contract; adjudication in progress.
 - Preferred EPCM contractor to be selected by year-end.
 - Work underway to prepare for undertaking Early Works, in preparation for the project being fully-funded.
- ▶ **High-impact near-mine and regional exploration re-commences:**
 - Two diamond rigs operating at the Kielder Project, 15km from the Prieska mine site.
 - Drilling will test outcropping VMS-style mineralisation with results of up to 4.8m @ 0.46% Cu, 6.18% Zn and 15g/t Ag from historical shallow drilling by Newmont South Africa in the 1970s.
 - The drilling campaign will also test three additional prospects on the Areachap prospecting rights:
 - Bokspuits – drill test an EM response below known copper mineralisation;
 - Kantienpan – evaluate possible under-reporting of Cu and Zn grades from historical drilling;
 - Jacomynspan Ni-Cu deposit – test for high grade mineralisation close to surface.
- ▶ **Ownership consolidation at Jacomynspan Project:**
 - Agreement to acquire the remaining minority vendor interest in the Jacomynspan Nickel-Copper-PGE Project (South Africa).
- ▶ **Australia – Fraser Range, Western Australia (IGO JV):**
 - Air-core drilling continued on key nickel-copper targets, ahead of planned diamond drilling.
- ▶ **Strongly supported \$6.2 million capital raising:**
 - Funds to be used to advance key funding and partnering negotiations for the planned Prieska Copper-Zinc Mine.

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

"The September Quarter saw Orion take further major steps towards developing a world-class, long-life base metals operation at our flagship Prieska Copper-Zinc Project, which we believe is ideally placed both to be a flag-bearer for junior mining in South Africa and to help drive the post-COVID economic recovery of the Northern Cape Province.

"As a result of the milestones achieved, Prieska is now one of the few fully-permitted, bankable and shovel-ready base metal assets anywhere in the world. And we are now ready to move from being shovel-ready to shovelling, with an adjudication process underway for our preferred EPCM contractor and preparations underway for early site works.

"We also progressed discussions with a wide range of potential strategic partners, customers and project financiers during the Quarter. Prieska is a unique asset in the global base metals context and accordingly, it is attracting a considerable amount of interest from across the spectrum of the mining and mine finance industry, both in South Africa and beyond.

"It's also important to remember that the metals we will mine at Prieska will form a key pillar in the development of a more sustainable, green economy. In this regard, our development strategy received further impetus during the Quarter from the significant tailwind now being seen in the price for copper and other 'future-facing' metals as the world increasingly focuses on the importance of securing new supplies of these metals over the next decade.

"This also allowed us to complete a significant capital raising and restart exploration activities in the near-mine and regional environment at Prieska aimed at demonstrating the district-scale exploration potential of this region well above and beyond what we have defined in the recently completed updated BFS."

Operations Report

Health and Safety, Environmental Management and Community Engagement

Health and Safety

No injuries were recorded during the Quarter. The hours worked for the Quarter and financial year to date are shown below:

Table 1: Hours worked at the Areachap Projects (South Africa).

Category of Work	Hours Worked	
	Quarter	Financial Year to Date
Exploration	1,240	1,240
Mine Re-Entry	384	384
Contractors	292	292
Total	1,916	1,916

The Lost-Time Injury Frequency Rate (**LTIFR**) per 200,000 hours worked is **0** for the 2020 calendar year.

As part of the Company's continued vigilance in managing the risks from the COVID-19 pandemic in the workplace, Orion updated its Codes of Practice and Standard Operating Procedures across all operations to ensure they remain relevant as the transmission of COVID-19 is better understood and managed. The protocols continue to encourage working from home, social distancing, periodic screening and testing for possible infection, to reduce the potential for workplace transmission of the virus. No cases of infection have been reported amongst any Company employees or contractors.

Environmental Management

The Prieska Copper-Zinc Project (**Prieska Project**) is located within the Square Kilometre Array Radio Telescope Project (**SKA**) area, in which special licencing is required to undertake mining operations.

Under the guidance of the Company's Electromagnetic Capability (**EMC**) Committee, the permit applications for unintentional emitters for existing on-site equipment (mainly generators and transformers) has been submitted to the South African Astronomy Management Authority (**AMA**) and receipt of application was acknowledged. Interactions with AMA are ongoing. A response to the latest application is expected during the December 2020 Quarter.

The permit application for intentional emitters (radios, wi-fi) will be submitted before the end of December 2020, in line with the regulatory stipulations – as the application period has been extended from the previous June 2020 date regulated by government. Work is also continuing on the application for the equipment associated with the 15MVA power reticulation which will be used for the construction phase.

Community and Stakeholder Engagement

During the Quarter, in-person Orion Siyathemba Stakeholder Engagement Forum (**OSSEF**) meetings and interactions resumed, following the lifting of COVID-19 lockdown restrictions.

In July 2020, the independent First Trustee of the Orion Siyathemba Community and Employee Trusts (each of which are 5% shareholders of Prieska Copper Zinc Mine (Pty) Ltd) presented an overview to the OSSEF of the objectives and structure of the Community Trust.

The Orion Community Liaison Office in Prieska reopened in early September 2020, following its temporary closure due to COVID-19 in March 2020. This coincided with the appointment by Orion of a Community Social Development (**CSD**) Trainee to represent the Company in Siyathemba. The office reopening and the CSD Trainee appointment have facilitated the re-establishment of day-to-day interaction with community members, the registration of expressions of interest for future employment and the registration of local small businesses on the SCNet portal.

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. The program focused on developing the leadership needed in personal, relational, small and large group contexts.

The Company initiated and chaired regular remote meetings of the Copperton Land Use Forum (**Forum**) during the Quarter. The objective of the Forum is to discuss and cooperate on safety, environmental and operational issues of mutual interest relating to the shared use of land in and around the site of the Prieska Copper-Zinc Mine near Copperton. Participants in the forum include Orion, Mulilo, Copperton Wind Farm, Garob Wind Farm, Eskom and Alkantpan Test Range.

The Company concluded negotiations for mutual access and collaborative land use with Request Trust, the entity with pre-existing surface rights for agricultural land use over the same land area that the Vardocube Mining Right portion of the Prieska Project was granted. The Company also commissioned ABS Africa to prepare an Environmental Inspection Report to establish a baseline of the environmental condition of the planned Prieska Copper-Zinc Mine (**PCZM**) area prior to the Company taking physical control as a Mining Right holder.

Formal approval by the District Planning Tribunal for the Prieska Project land use change from Unspecified Zone to Special Zone (Extractive Industry) was granted during the Quarter, completing all land permitting formalities.

Prieska Mine Development and Exploration

Prieska Copper-Zinc Project Overview

The Prieska Project continues to be the focus of the Company's activities and is now in the financing and pre-development stage following the completion of an updated Bankable Feasibility Study (**BFS**) in the June 2020 Quarter (refer ASX release 26 May 2020). Post-BFS activities undertaken during the Quarter 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 Post Updated Bankable Feasibility Study Activities

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 Quarter, the EPCM tender enquiry was released into the market and following Quarter end, six bids were received. The adjudication process is underway and a short-list of three contractors will be selected, with a preferred contractor to be determined by year-end.

Project Execution Preparations

Work commenced on planning and preparation for the PCZM site in readiness for initial work activities once funding is completed. Contract documents have been prepared for the early work packages such as site clearance and design work and are nearing completion for power reticulation and a pioneer accommodation camp and site offices. Planning is also underway on a preliminary shaft pumping exercise.

Mine-to-Market Enterprise Optimisation

The Whittle Optimisation exercise is nearing completion and results are expected in late 2020, with potential refinements to be considered for incorporation during the execution stages.

Process Plant Operations

Discussions are continuing with Minerals Operations Executive (Pty) Ltd (**Minopex**), which is being considered to be contracted to operate the ore processing plant. Negotiations are expected to conclude in an Operating Agreement during CY2021.

Underground Mining Contract

Orion is preparing to recommence with investigations into the potential use of contractors for underground mining. Discussions with Byrncut Offshore, with whom a collaboration agreement had been signed, were halted during the June 2020 quarter to allow completion of the feasibility study. Internal enquiries are in progress 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 advice of external experts, a decision on an automation strategy is expected by year-end.

Infrastructure

Power Supply – Design work was completed for the 15 MVA power infrastructure required for the Cuprum sub-station. This is for the temporary power supply required during the construction phase of the project. The design work enables construction of the Cuprum Sub-station feeder bay to begin as soon as project construction approval is given. Detailed design work also commenced during the Quarter on the site reticulation for the construction power. The 40 MVA Budget Quote Letter for the Electricity Supply Agreement contract was received from Eskom which is the final set of documents required for completing the long-term power agreement. Orion is in the process of reviewing the Electricity Supply Agreement.

Water Supply – Following on from the Siyathemba Municipality's approval of the key terms for a water supply agreement, clarification discussions have been held and a binding formal agreement is expected to be executed in the December 2020 Quarter.

Extension of juwi Renewable Energy Collaboration

The Memorandum of Understanding entered into by the Company with juwi Renewable Energies Pty Ltd (**juwi**) was further extended to January 2021. Orion intends to collaborate with juwi on establishing a hybrid wind and solar renewable energy facility that will supply 52% of the Prieska Project's power requirements. The extension provides the parties the opportunity to explore additional funding options currently under consideration.

Prieska Copper-Zinc Mine Permitting

During the Quarter, Orion received a notice of grant of a Mining Right in terms of the Mineral and Petroleum Resources Development Act for the Vardocube extensions of the Prieska Project. The Vardocube (Pty) Ltd (**Vardocube**) Mining Right covers 27% of the mine plan included in the updated BFS announced on 26 May 2020 (refer ASX release 26 May 2020) and, importantly, also covers highly prospective exploration upside in the near-mine area.

The Vardocube Mining Right supplements the PCZM Mining Right granted last year, that covers 73% of the bankable mine plan (refer ASX release 3 September 2019).

The Mining Right follows the grant of the Environmental Authorisation for the Vardocube Resource received in March 2020 (refer ASX release 9 March 2020).

The two Mining Rights, together with the Water Use Licence granted on 6 August 2020, constitute the key approvals required to operate the Prieska Mine, with other important statutory requirements such as the Spatial Planning and Land Use Management Act (SPLUMA) rezoning for mining purposes and approval of the project's Electromagnetic Compatibility Plan by the South African Astronomy Management Authority (AMA), which regulates all activities within the Square Kilometre Array designated area, now also secured.

In August 2020, the Company also announced granting of a 20-year Water Use Licence by the National Department of Water and Sanitation, marking the achievement of another key permitting milestone for the Prieska Project. The Licence has been granted in terms of the National Water Act, Act 36 of 1998 for a period of 20 years and includes permission for mine de-watering to proceed, as well as wet tailings and wastewater storage and management and the use of water for mixing with mine waste for void back-filling.

The Licence conditions make provision for further improvements to how water pumped out of the mine is disposed of, allowing the prospect of artificial recharge into groundwater aquifers to be considered, as well as maximising the re-use of the discharged water by farmers in the surrounding area, as was described in the updated BFS (refer ASX release 26 May 2020).

Near-Mine Exploration

The near-mine projects are those projects within prospecting rights held by Prieska Copper Zinc Mine (Doonies Pan), 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 Doonies Pan (Kielder Prospects) explored by Newmont South Africa (**Newmont**) between 1976 and 1979 and the Ayoba mineralisation recently discovered by Orion (Figure 1).

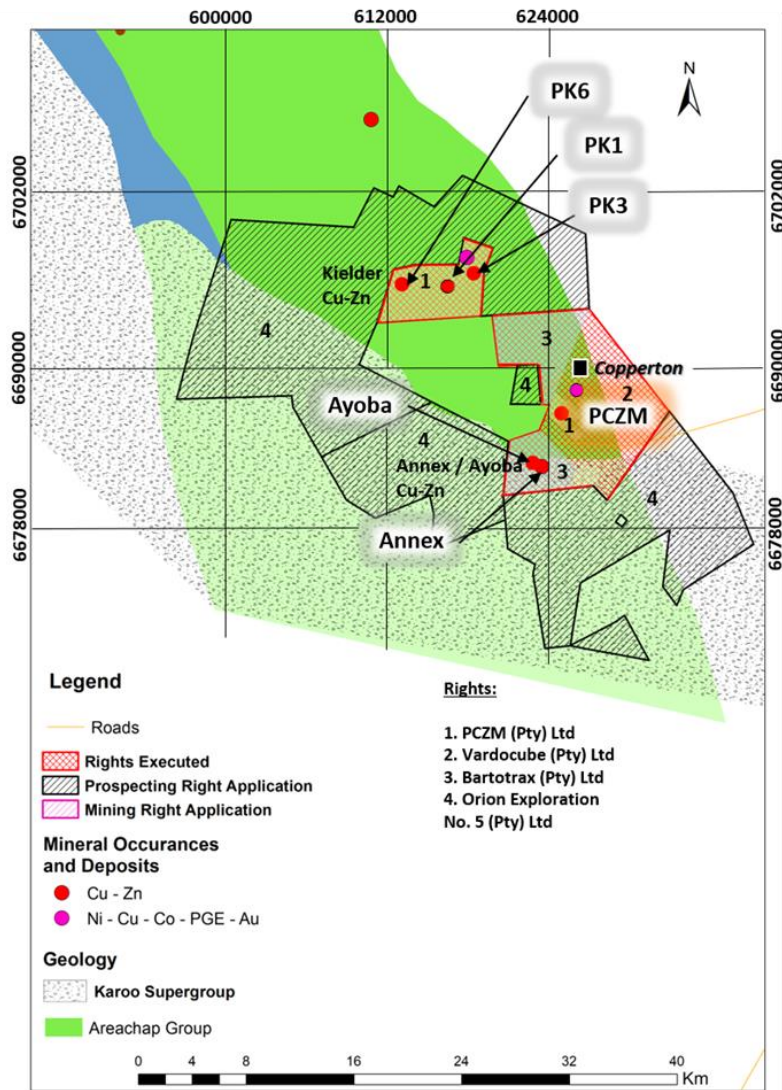


Figure 1: Surface plan showing the prospecting rights over and adjacent to the Prieska Project and the location of the Annex, Kielder (PK1, PK3 and PK6) deposits and Ayoba Prospect.

Regional Exploration

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.

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.

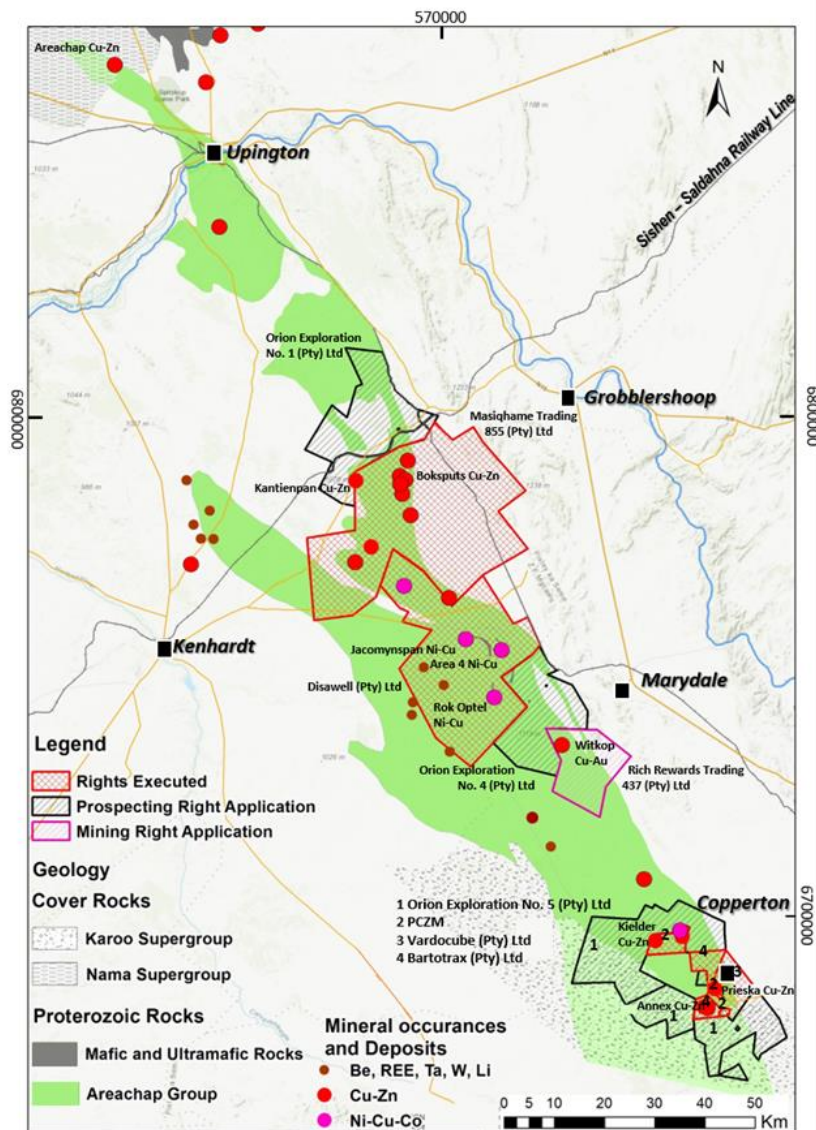


Figure 2: Regional geology map of the Areachap Belt showing prospecting rights held and under application by the Company and noted mineral occurrences as per published data from South African Council for Geoscience.

New Near-Mine and Regional Exploration Program

Subsequent to Quarter-end, Orion announced the commencement of a new phase of high-impact exploration drilling targeting both near-mine and regional VMS copper-zinc and nickel-copper targets at Prieska. The Company has mobilised two diamond drill rigs to its Areachap tenements, with a total of ten diamond drill holes for a total of 1,800m and nine Reverse Circulation (RC) drill holes for a total of 640m planned for this campaign.

Drilling will initially be undertaken at the K3 and K6 prospects within the Kielder Project, located on the Dooniespan prospecting right which is located 15km north-west of the planned PCZM, within the Prieska Project (Figure 3) Drilling will test outcropping VMS-style mineralisation with results of up to 4.8m @ 0.46% Cu, 6.18% Zn and 15g/t Ag from historical shallow drilling by Newmont South Africa in the 1970s. On completion of three planned holes at K3 and K6, the drill rigs will be mobilised to the northern Prospecting Rights where drilling will be carried out on the Company's Namaqua-Disawell and Masiqhame prospecting rights (Figure 2) at the Bokspuits, Kantienpan and Jacomynspan prospects.

A detailed overview of this exploration program, and the targets being tested, was provided in the Company's ASX/JSE release of 20 October 2020.

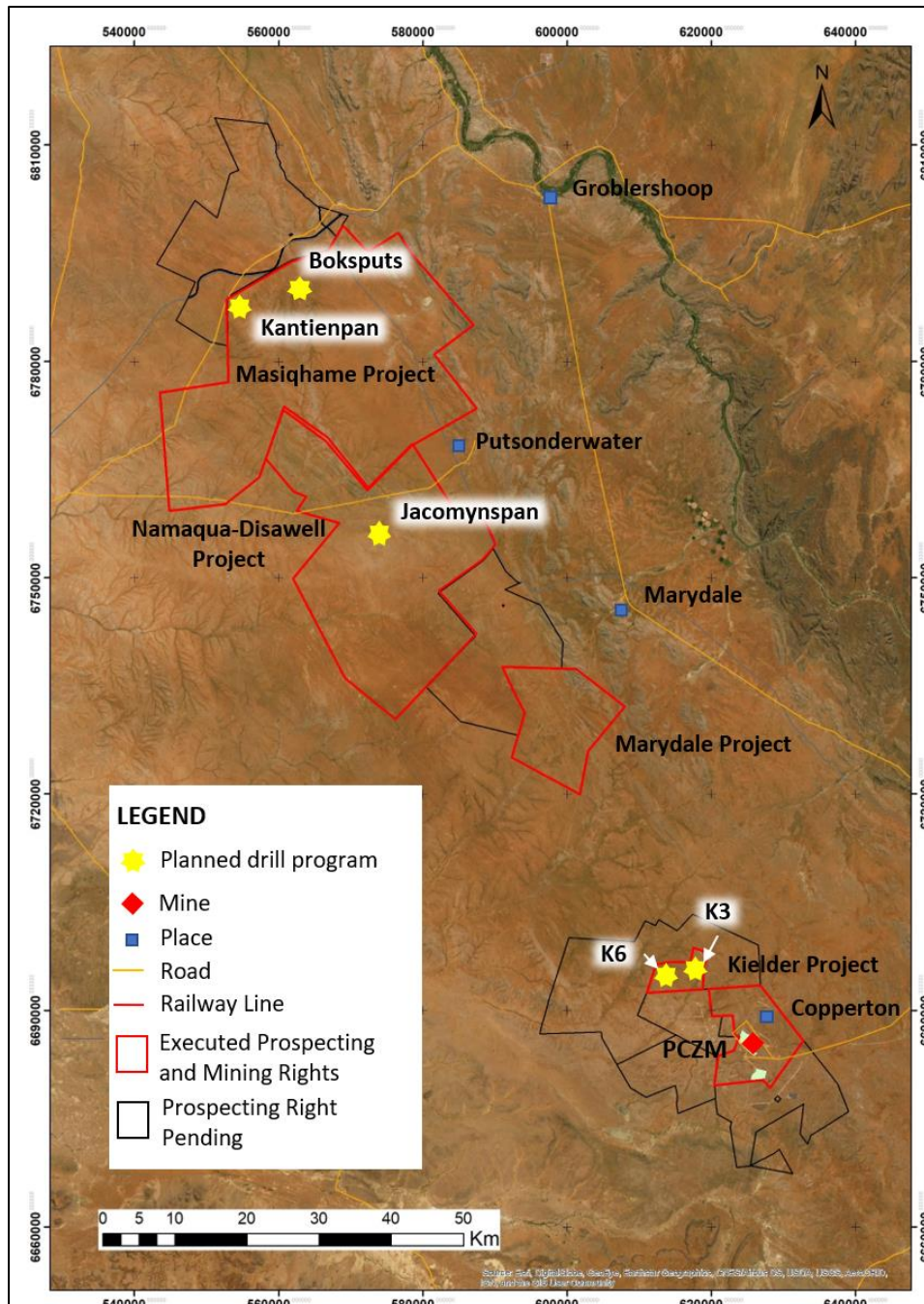


Figure 3: Location map showing the prospects on Orion’s tenements in the Areachap belt where drilling will take place during the current drilling program.

Marydale Gold-Copper Project (Witkop)

No exploration was carried out on the Marydale Gold – Copper Project during the Quarter.

Australian Projects

Fraser Range – Nickel-Copper Projects (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 Quarter 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 (Figure 4). 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 to the end of drilling the third hole during first diamond drilling campaign.

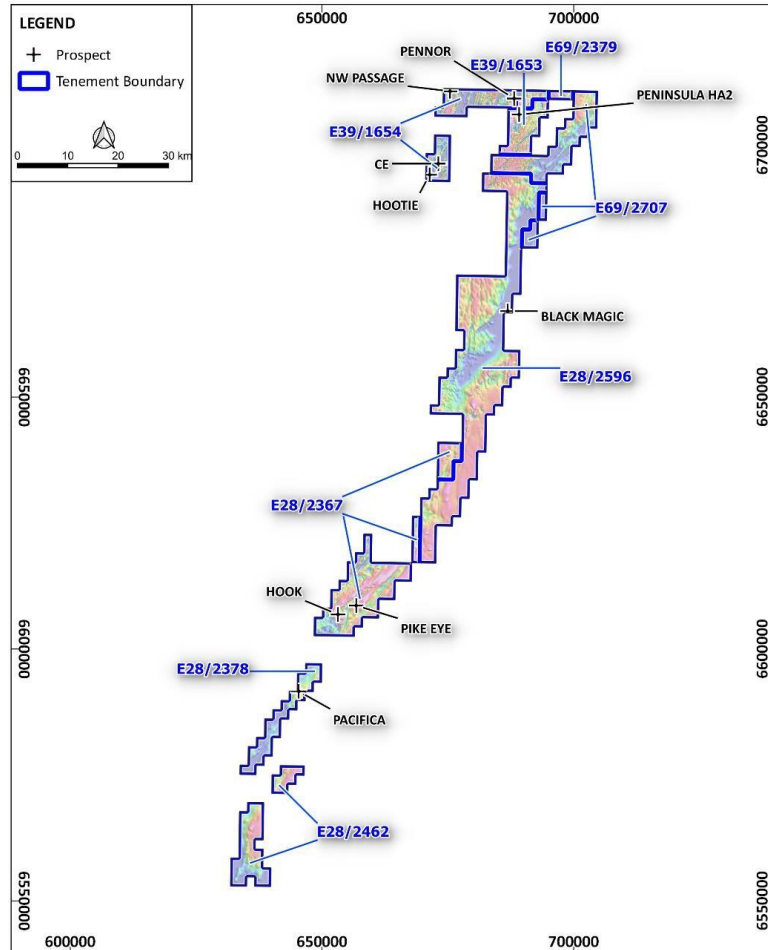


Figure 4: An overview of tenements contained within the IGO-ORN JV, underlain by aeromagnetics (TMI - total magnetic intensity). The prospects identified are those that are referred to within report.

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 (Figure 5). Following a review of the data collected, no anomalous conductors were reported from the survey.

Air-core Drilling

A total of 120 individual AC holes were drilled over the IGO - Orion JV tenements (Figure 5). 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.

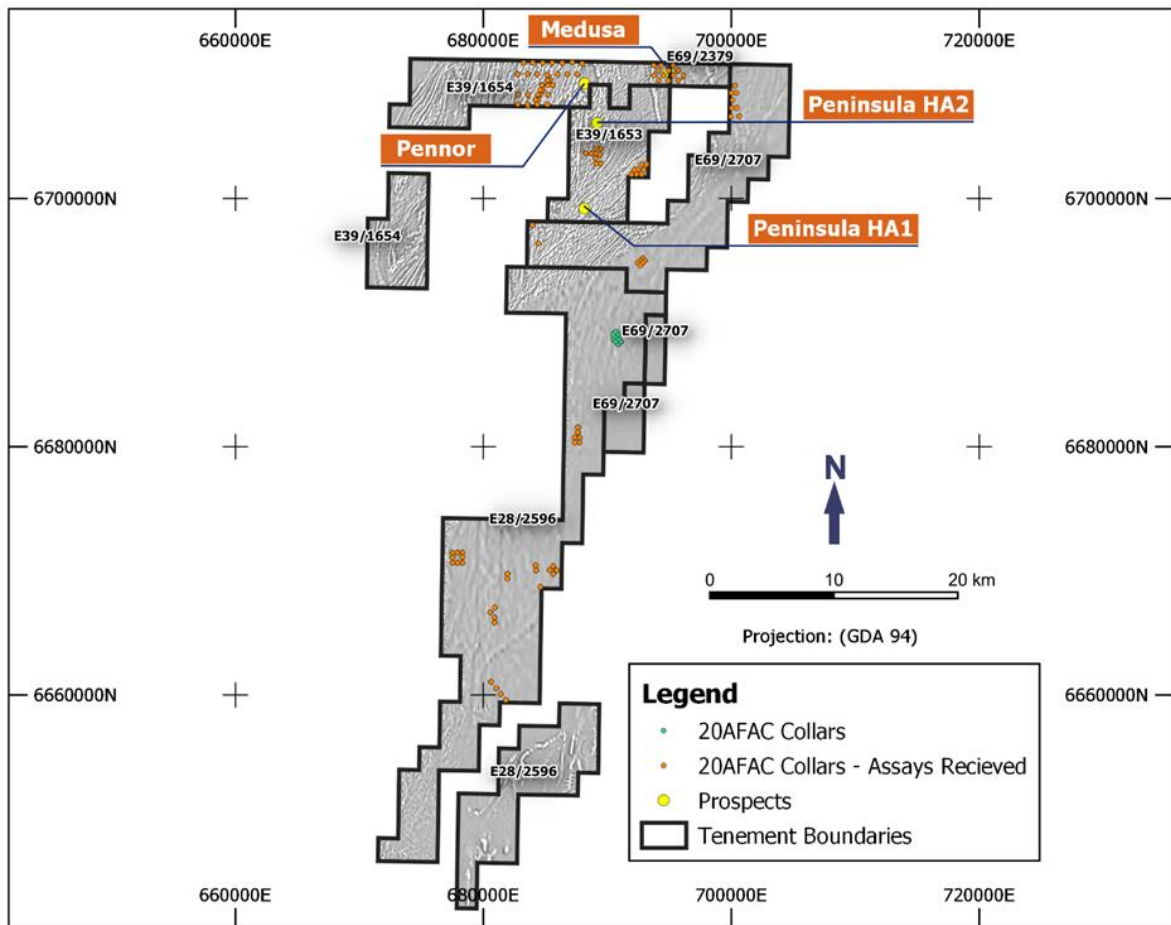


Figure 5: Air-core drilling completed during the Quarter. MLEM stations over TMI RTP_2VD.

Passive Seismic Interpretation

Results from a passive seismic survey completed on E28/2462 during May 2020 were received from Resource Potentials during the Quarter (Figure 6).

The surveys used 4x TEB Tromino seismometers to acquire a total of 102 passive seismic stations along 3 E-W and 1 N-S orientated survey transects. Passive seismic data were nominally acquired at 50m-200m station spacing along a total line length of 16.9 km. 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 (Figure 7).

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.

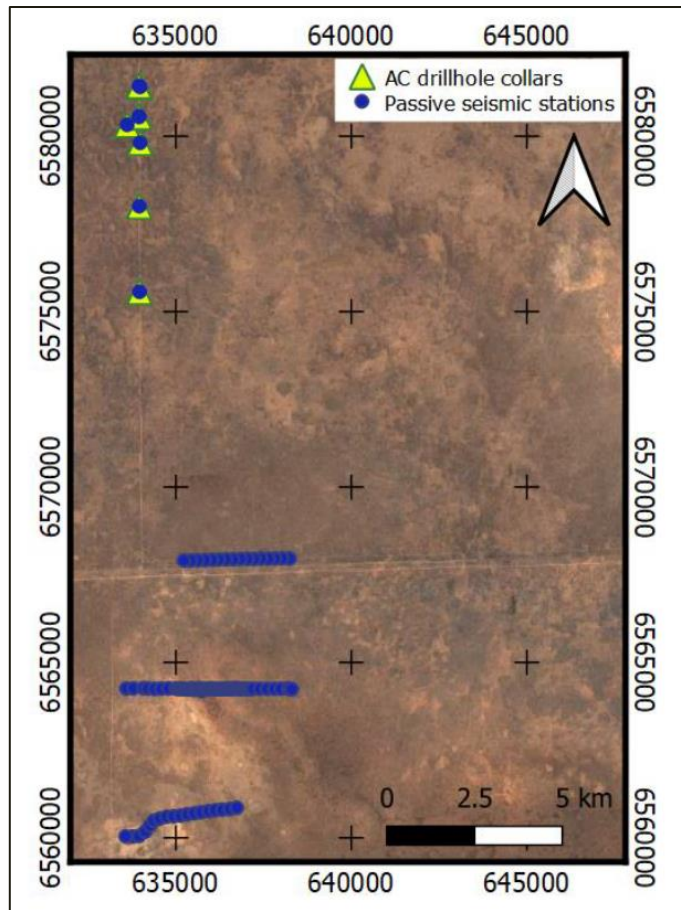


Figure 6: Location of passive seismic survey stations on E28/2462 and reference AC drill holes, further north.

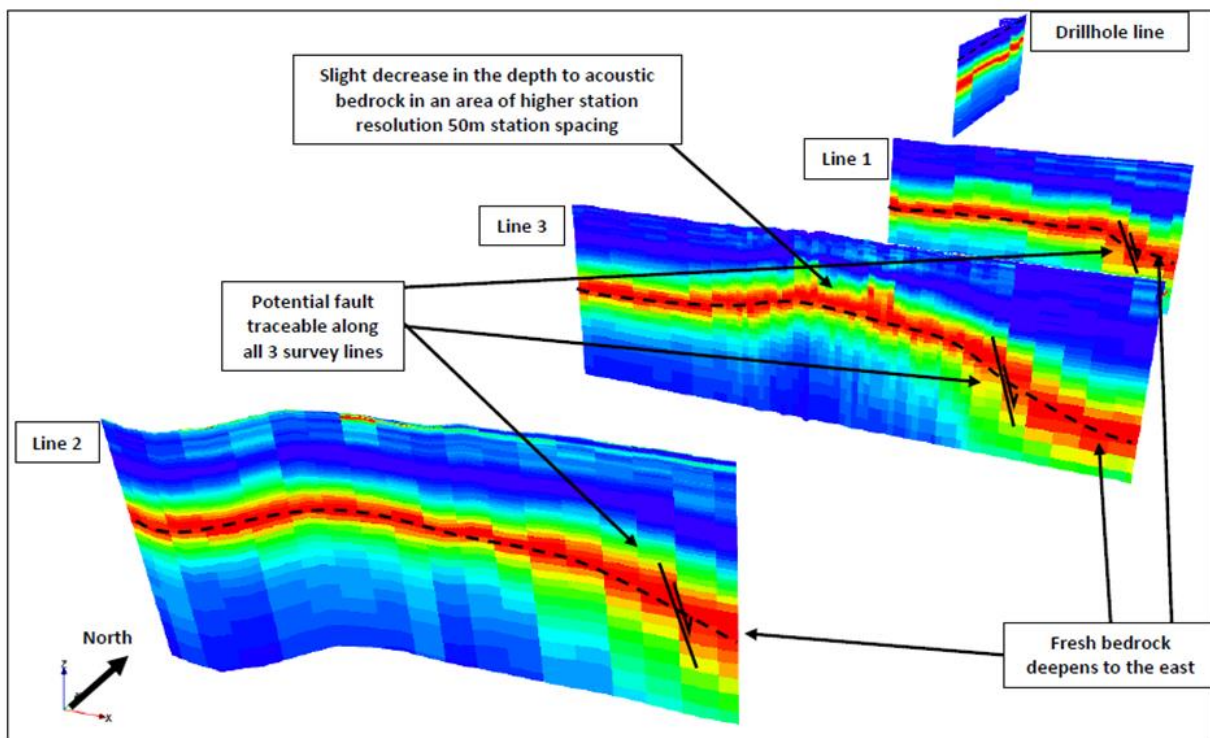


Figure 7: All four normalised HVSR cross sections as fences with interpreted bedrock interface plotted as dashed black line.

Walhalla Gold and 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 Quarter. During the Quarter, the Company continued to progress licence applications over prospective areas of Walhalla.

Corporate

Cash and Finance

Cash on hand at the end of the Quarter was \$5.1 million. Payments made to related parties and their associates during the Quarter was \$110,000 and relates to Director fees and consulting fees, as listed in Section 6 of the Company's Quarterly Cash Flow Report (Appendix 5B).

Capital Raisings

On 7 August 2020, the Company announced a \$6.2 million, two-tranche placement to sophisticated and professional investors, comprising ~365.2 million fully paid ordinary shares (**Share**) 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 346.1 million Shares, to raise \$5.9 million, using the Company's 15% placement capacity under ASX Listing Rule 7.1; and
- Tranche 2 – Following Quarter end, on 29 October 2020, the Company issued 19.1 million Shares to Tembo Capital Mining Fund II LP and its affiliated entities (**Tembo Capital**), to raise \$0.3 million (**Tembo Placement**).

In addition to the Capital Raising, Tembo Capital confirmed its continued support of Orion through subscribing for \$2.1 million 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 \$2.1 million 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.

Following Quarter end, on 29 October 2020, the Company issued 122.1 million 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).

On 29 September 2020, the Company announced a \$0.35 million capital raising to a South African sophisticated and professional investor. The capital raising comprised the issue of 10.5 million 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).

The issue of the Shares did not require shareholder approval under the ASX Listing Rules as the Shares were issued within the Company's placement capacity under ASX Listing Rule 7.1. However, ratification of the Shares issued will be sought from shareholders at the Company's Annual General Meeting, to be held on 20 November 2020 (refer below).

Conversion of Tembo Capital Loan Facility

On 14 May 2020, Orion announced that a \$1.0 million 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 \$1.0 million to \$2.0 million (**Loan Facility**). Under the terms of the Loan Facility, the Loan Facility amount, interest and any amount capitalised under the Loan Facility (**Outstanding Amount**) 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 Tembo Capital Board approval and any shareholder and regulatory approvals required to permit Tembo Capital to participate in any capital raising). The key terms of the Loan Facility are set out in Section 7 of the Company's Quarterly Cash Flow Report (Appendix 5B).

As referred to above, on 7 August 2020 Orion announced a \$6.2 million Capital Raising. In addition to the Capital Raising, Tembo Capital subscribed for a further \$2.1 million 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 FIRB approval, which was received on 28 October 2020).

As at 30 September 2020, the balance of the Loan Facility was \$2.1M (including capitalised interest).

Following Quarter end, on 29 October 2020, the Company issued 122.1 million 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 Anglo American sefa Mining Fund (**AASMF**) entered into a ZAR14.25 million loan agreement for the further exploration and development of the Prieska Project (**Loan**). Under the terms of the Loan, on 1 August 2017, AASMF advanced ZAR14.25 million to Prieska. The key terms of the Loan are set out in Section 6 of the Company's Quarterly Cash Flow Report (Appendix 5B).

On 29 July 2020, the Company announced that it has reached agreement with AASMF to extend the term of the Loan from 31 July 2020 to 30 April 2021. As at 30 September 2020, the balance of the Loan was ZAR19.3 million (~\$1.6 million) (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 regulatory 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) (refer ASX release 25 January 2019).

As at 30 September 2020, the balance of the Convertible Loan Facility was \$4.7 million (including capitalised interest and fees).

Jacomynspan Project

On 13 July 2020, the Company announced that it had 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.

Annual General Meeting

The Annual General Meeting of shareholders of the Company will be held at the offices of Clayton Utz, Level 27, QV1 Building, 250 St Georges Terrace, Perth, Western Australia on Friday 20 November 2020, commencing at 3:00 p.m. (Perth time).

General Meeting

A General Meeting of shareholders of the Company was held on 29 September 2020 at Clayton Utz, Level 27, QV1 Building, 250 St Georges Terrace, Perth, Western Australia. All resolutions put to shareholders at the General Meeting, were passed by a poll.

Tenement Table

Tenement	Project	Ownership Interest	Change in Quarter	Joint Venture Partner
South Africa				
NC30/5/1/1/2/11841PR	Prieska Copper-Zinc Mine	---	Expiry	---
NC30/5/1/1/2/11850PR	Bartotrax	100%	---	---
NC30/5/1/2/2/10138MR	Prieska Copper-Zinc Mine	70%	---	---
NC30/5/1/2/2/10146MR	Prieska Copper-Zinc Mine	70%	Granted	---
NC30/5/1/1/2/11840PR	Doonies Pan	70%	---	---
NC30/5/1/2/2/10032MR	Namaqua-Disawell	25%	---	Namaqua Nickel Mining (Pty) Ltd
NC30/5/1/1/2/10938PR	Namaqua-Disawell	25%	---	Disawell (Pty) Ltd
NC30/5/1/1/2/11010PR	Namaqua-Disawell	25%	---	Disawell (Pty) Ltd
NC30/5/1/1/2/008162PR	Masiqhame	50%	---	Masiqhame 855 (Pty) Ltd
Western Australia				
E28/2367	Fraser Range	30%	---	IGO Limited
E28/2378	Fraser Range	30%	---	IGO Limited
E28/2462	Fraser Range	30%	---	IGO Limited
E28/2596	Fraser Range	30%	---	IGO Limited
E39/1653	Fraser Range	35%	---	IGO Limited & Geological Resources Pty Ltd
E39/1654	Fraser Range	10%	---	IGO Limited & NBX Pty Ltd
E69/2379	Fraser Range	10%	---	IGO Limited & Ponton Minerals Pty Ltd
E69/2380	Fraser Range	10%	---	IGO Limited & Ponton Minerals Pty Ltd
E69/2707	Fraser Range	10%	---	IGO Limited & Ponton Minerals Pty Ltd

This Quarterly Report is authorised by the Board.