



ORION METALS LIMITED

ANNUAL REPORT 2019

ORION METALS LIMITED

ACN 096 142 737

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ORION METALS LIMITED

ACN 096 142 737



CORPORATE DIRECTORY

ORION METALS LIMITED

ABN: 89 096 142 737

ASX Code: ORM

Board of Directors

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

Company Secretary

Mr Bill Lyne

Acting Exploration Manager

Mr Robin Wilson

Registered & Administrative Office

35 Hamish St
Calamvale QLD 4116

Contact Details

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Phone: 61 7 3272 1725

www.orionmetals.com.au

ORION METALS LIMITED

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Shares Registrar

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Level 21
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Brisbane, Queensland
Phone: +61 13 0055 4474
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Banker

Westpac Banking Corporation
240 Queen Street
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Lawyer

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Auditor

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CHAIRMAN'S REPORT TO SHAREHOLDERS

Orion Metals Limited experienced a relatively quiet period during 2018-19, although the Company has managed to maintain its highly prospective tenement package, preserve secure key tenements for the Company's projects, and continue functioning as a small exploration entity over the prolonged metals and minerals commodity downturn.

The Company responded, like many other exploration "juniors" in the industry, by carefully managing exploration expenditure, strategic reduction of exploration activities, and tenement rationalisation.

Over the past 12 months, the Company conducted minimal exploration activities in line with the Board's tightly constrained exploration budget. As a result, there were no significant field operations conducted during the period, however the Company continued to observe regulatory requirements in all areas to ensure the on-going good standing of its tenements.

The Company has used this period of low exploration activity to continue internal evaluations across the tenements to ensure that the Company focuses on low-cost and highly prospective core assets. Additionally, the Company is using this current period to explore funding opportunities, develop budgets reflective of the Company's strategic direction, and to arrange and prepare for key approvals and studies for its various projects, and the various statutory and stakeholder approvals required to commence bulk sampling operations at the Top Camp Project.

The successful National Title Tribunal outcome a couple of years back in respect of the Tanami West Project, resulting in four key exploration licences being formally granted to the Company, became an important step to commencement of on-ground exploration activities towards the identification of economic mineralization.

Most importantly, this resulted in the Company entering into a farm-in agreement with PVW Resources NL, whereby PVW will fund the joint venture activities of the Tanami West Project during the earn-in period and subsequently each of the Company and PVW will contribute to the joint venture costs in proportion to their interests in the joint venture. This has resulted in the Company's commitments for the Tanami West Project being significantly reduced.

PVW have commenced management of exploration on the tenements and have begun to earn-in to the joint venture. They have completed the Stage 1 payment of \$40,000 to the Company, which earns them a 35% Participating Interest in the joint venture properties. Transfer of this initial 35% Interest is currently being processed.

Further funds were raised during the financial year from the exercise of options held by the largest shareholder, Excellence Holdings HK Limited, which contributed \$465,000 into the Company's account, enabling continuity of corporate commitments, and re-structured exploration activities. These exercised options included 33,000,000 which were part of the additional options approved by shareholders in December 2018, so Excellence Holdings now holds the balance of 67,000,000 options exercisable at 0.5¢

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CHAIRMAN'S REPORT TO SHAREHOLDERS

each up until 21 December 2020. Excellence Holdings has also undertaken to provide continued financial support to the Company for its ongoing operations over the next 12 months. A 2019-2020 operational and exploration budget has been constructed to guide the Company through this current financial year.

The Directors are continuing to investigate potential sources of funding or joint venture opportunities across all projects to enable the Company to continue operations, to evaluate its existing tenements, and carry out its exploration program over the next 12 months. The Directors are also actively seeking out any other potential good attractive assets to become involved with, to create long-term value for the benefit of all shareholders.

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

Dr Yi Yang
Chairman
Orion Metals Limited

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ANNUAL REVIEW OF OPERATIONS

In 2018-19 the activities of Orion Metals (ORM or the Company) were limited to minimal exploration due to a tightly constrained exploration budget. There were no significant field operations conducted during the 12-month period, although the Company continued to comply with regulatory requirements to maintain its tenure in good standing.

In February 2018 the Company executed an unincorporated Joint Venture agreement with PVW Resources NL (PVW), to conduct exploration activities across its Tanami West Project area. PVW are active in the Tanami region of Western Australia and bring to Orion Metals exploration funds, and valuable additional technical expertise.

ORM PROJECTS BRIEF

There are four current Project areas in Australia within which ORM or its Joint Venture partner are exploring for gold, REE (rare earth elements), tungsten, tin and base metals (refer Figure 1: Project Location Map, and Table 1: Tenement Schedule).

1. *Tanami West Project:*

Despite an overall lack of on-ground exploration this last twelve months, the Tanami West Project remains a highly prospective under-explored package of gold tenure located in the Tanami region of NE Western Australia. It consists of 7 granted tenements covering 107 sub-blocks over 321² km. The granted tenements are held by Rich Resources Investments Pty Ltd, a 100% owned subsidiary of ORM. PVW have begun to earn-in to the joint venture properties through the expenditure of exploration funds.

2. *Top Camp Project:*

Located 40km south west of Cloncurry in Queensland, the Project consists of 4 granted mining leases. All the leases are 100% ORM held. The Project is considered prospective for IOCG (iron oxide copper gold) type deposits and has alluvial gold potential.

3. *Mt Surprise Project:*

Consisting of tenure located in the Mareeba District, NE Queensland, the Project is prospective for REE, tin, tungsten, gold and base metals. It consists of 2 granted tenements, with one of the tenements having been renewed earlier in the reporting period.

4. *Mt Ramsay Project:*

This Project is located within the Rockhampton Mining District, 190km west of the port city of Gladstone, Queensland. Mt Ramsay comprises of single tenement EPM 25677, and is highly prospective for REE.

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Figure 1: Project Location Map



ORM TENURE UPDATE

Orion Metals tenement portfolio has not changed significantly in the 12-month period to February 2019. However, post the reporting period, one of the Mt. Surprise Project tenements EPM 18331 was not renewed, meaning this tenement will expire in June 2019. Also, post the reporting period an Extension of Term application was submitted by PVW for Tanami West tenement E80/4029 which was due to expire in April 2019, awaiting approval.

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Table 1: ORM Tenement Schedule

ORM TENEMENT LIST at 28 May 2019						
Tenement ID	Location	Registered Holder	Status	Granted Date	Expiry Date	Area (Sub-blocks)
TANAMI WEST PROJECT - WA						
E80/4029	Tanami Region, WA	RRI* 65%	Granted	16-04-09	15-04-19	10
E80/4197	Tanami Region, WA	RRI * 65%	Granted	15-10-09	14-10-19	3
E80/4558	Tanami Region, WA	RRI * 65%	Granted	13-12-12	12-12-22	5
E80/4869	Tanami Region, WA	RRI * 65%	Granted	17-05-16	16-05-21	61
E80/4919	Tanami Region, WA	RRI * 65%	Granted	17-05-16	16-05-21	22
E80/4920	Tanami Region, WA	RRI * 65%	Granted	17-05-16	16-05-21	3
E80/4921	Tanami Region, WA	RRI * 65%	Granted	17-05-16	16-05-21	3
MT SURPRISE PROJECT - QLD						
EPM 18331	Mt Surprise Area, Qld	ORM 100%	Granted	26-06-14	25-06-19	19
EPM 18850	Mt Surprise Area, Qld	ORM 100%	Granted	21-10-13	20-10-23	50
MT RAMSAY PROJECT - QLD						
EPM 25677	W of Gladstone, Qld.	ORM 100%	Granted	11-08-14	10-08-19	16
Tenement ID	Location	Registered Holder	Status	Granted Date	Expiry Date	Area (Hectares)
TOP CAMP PROJECT - QLD						
ML 2764	SSW of Cloncurry	ORM 100%	Granted	19-01-89	31-01-20	103
ML 2785	SSW of Cloncurry	ORM 100%	Granted	06-02-92	28-02-22	129.2
ML 2786	SSW of Cloncurry	ORM 100%	Granted	15-02-90	28-02-21	70
ML 2792	SSW of Cloncurry	ORM 100%	Granted	06-02-92	28-02-22	103.5
<i>* Rich Resources Investments Pty Ltd - wholly owned Subsidiary of Orion Metals Limited</i>						

EXPLORATION ACTIVITIES

At the Tanami West Project as a precursor to on-ground activities and drilling operations scheduled for later in 2019, PVW has commenced discussions with the Kimberley Land Council (KLC) and the Aboriginal traditional owners of the area (the Tjurabalan Native Title Land Aboriginal Corporation, TNTLAC).

There was no significant exploration work conducted on the Top Camp, Mt Surprise or Mt Ramsay Project areas.

Tanami West Project, Western Australia

PVW have commenced management of exploration on the tenements and have begun to earn-in to the joint venture. PVW have completed the Stage 1 payment of \$40,000 to Orion, which earns them the right to acquire a 35% Participating Interest in the joint venture properties. Transfer of this initial 35% Interest is currently being processed.

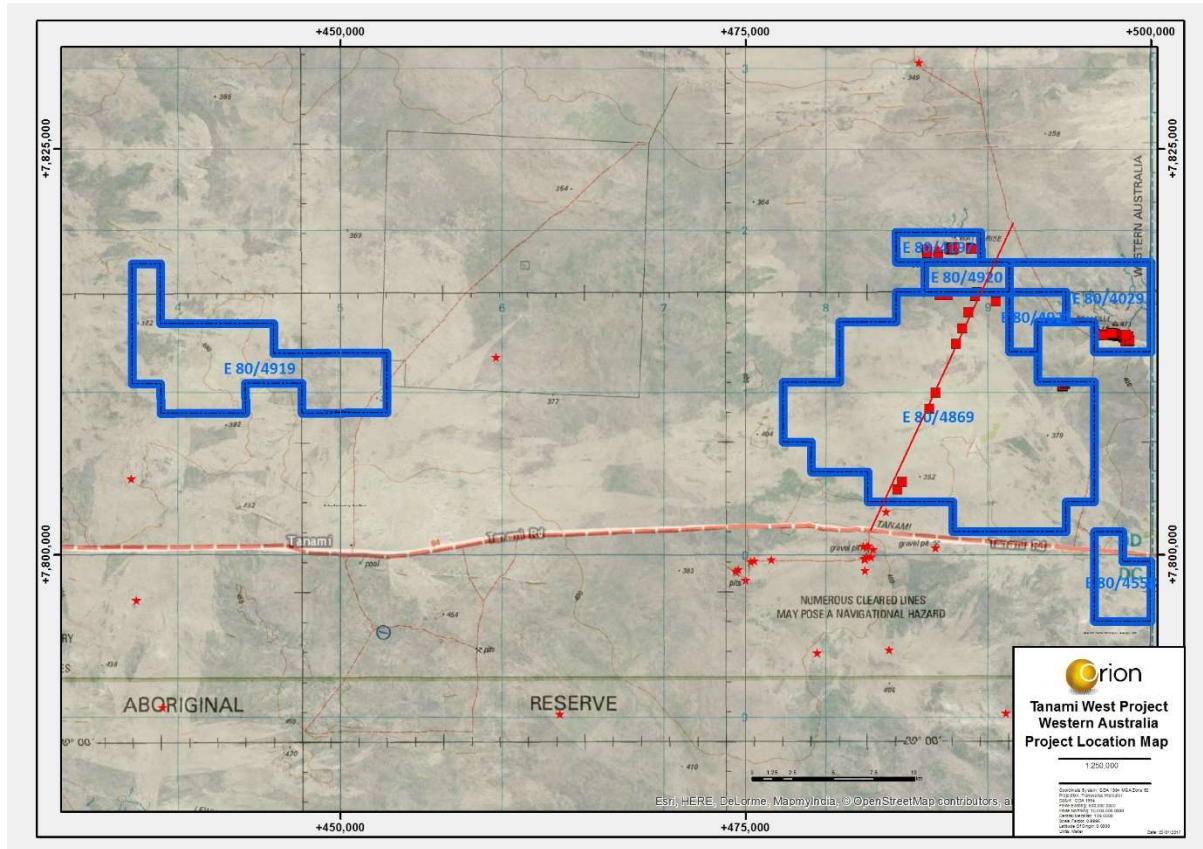
During the earn-in phase of the Joint Venture, PVW have completed data compilation, geological interpretation and target generation with the intention of commencing ground based mineral exploration activities in late 2019. PVW's immediate focus is on the Killi Killi East and Killi Killi West prospects where historical drilling completed by Orion returned a best intercept of 8m @ 4.2 g/t Au. Prior to the commencement of on-ground work, PVW intends to meet with the KLC and the Tjurabalan Native Title Land Aboriginal Corporation, in order to establish a good working relationship and work through some of the historical access issues in this area.

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Figure 2 is a satellite image of the general Project area and current tenement holdings.

Figure 2: Tanami West Project Location and tenement holdings



Note: ORM granted tenure is outlined in bold blue. The Tanami Hwy is highlighted with a heavy red dashed line. Red stars indicate historic gold prospect locations. Red boxes indicate ORM RC drill hole locations. Note as well, the red line trending NNE across E80/4869, is the Bald Hill Haul Rd miscellaneous licence outline.

Top Camp Project, Queensland

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

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

There has not been any on-ground exploration conducted this current reporting period. Figure 3 is a satellite image of the general Project area showing the tenement outlines.

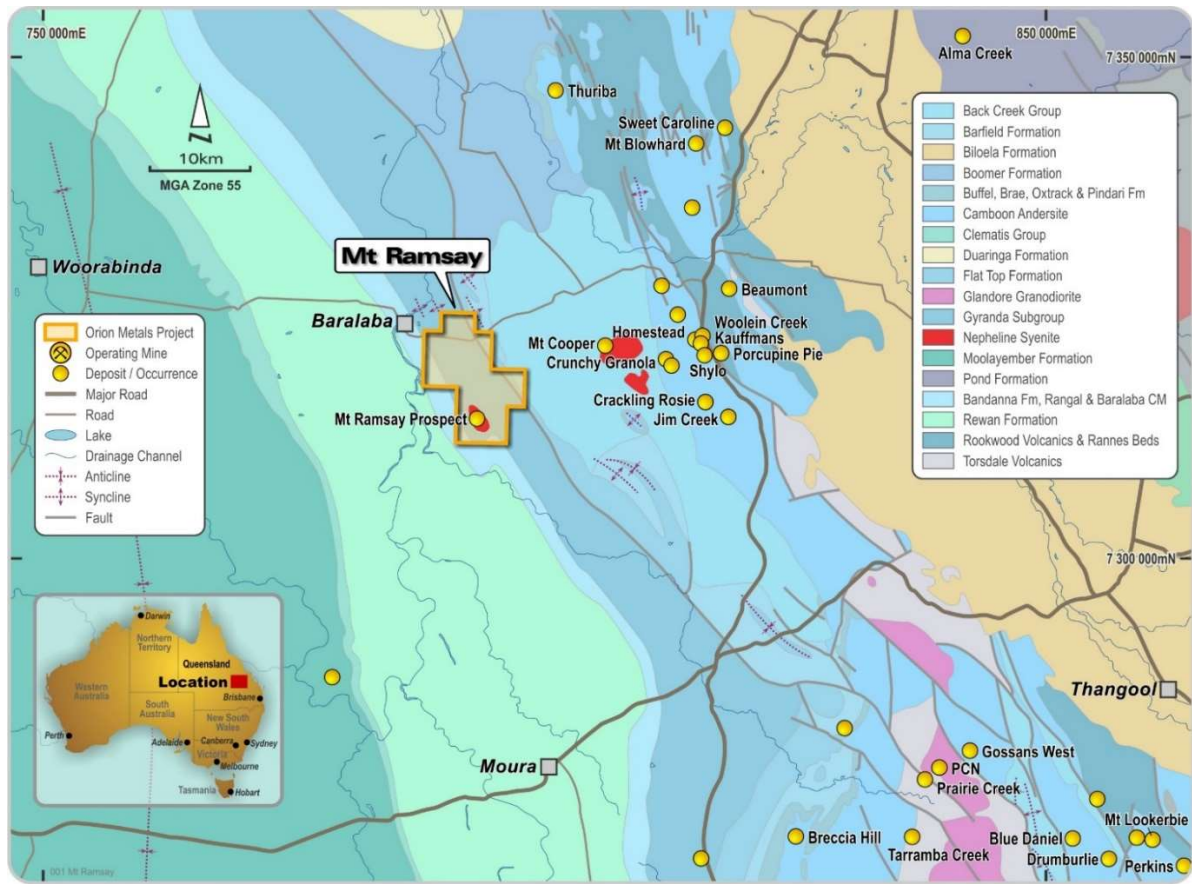
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Figure 4: Mt Ramsay Project location and regional geology plan



PROPOSED WORK 2019-20

The Company will continue to actively seek expressions of interest from third parties wishing to farm-in or joint venture into the Company's Projects.

Exploration activities on the Tanami West Project will continue to be managed by PVW Resources going forward. Orion Metals will continue to work with PVW on this prospective group of tenements to ensure the tenements are in good standing and a successful exploration program is implemented.

The Top Camp Project will be a high priority and is considered to be a key asset for ORM. This area has had significant exploration and mining activity in the past, but only a minor amount of information is captured digitally. The database needs populating with some of the quality historic work done to generate targets. The Top Camp Project has significant alluvial gold potential and potential investors and operators of this style of operation are currently being sought.

Mt Surprise and Mt Ramsay are all early stage "greenfields" projects and require significant budgets and extensive on-ground exploration programs to be undertaken. Expressions of interest from third parties wishing to farm-in or joint venture into the Mt Surprise and Mt Ramsay Projects are actively being sought.

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ANNUAL REVIEW OF OPERATIONS

Competent Person Declaration

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

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CORPORATE GOVERNANCE STATEMENT

The Australian Securities Exchange (“ASX”) Listing Rules require listed companies to include in their Annual Report a statement disclosing the extent to which they have complied with the recommendations of the ASX Corporate Governance Council (“Recommendations”) in the reporting period. These Recommendations are guidelines designed to improve the efficiency, quality and integrity of the Company. The Recommendations are not prescriptive so that if a company considers that a recommendation is inappropriate having regard to its own circumstances, the company has the flexibility not to follow it. Where a company has not followed all the Recommendations, this Statement must identify which Recommendations have not been followed and give reasons for not following them.

This Corporate Governance Statement (“Statement”), the Company’s Corporate Governance Charter (“Charter”), and other information for shareholders is available on the Company’s website: www.orionmetals.com.au

The Board has implemented the Recommendations insofar as they are relevant to the size of the Company and the nature of its activities at the present time. Details of the Company’s compliance and the reasons for any non-compliance are addressed in this Statement.

Role of the Board

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

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

Board Composition

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

The Board considers that an independent director is a non-executive director who meets the criteria for independence included in the Recommendations. So, on this basis, the only independent director at the present time is Mr Bo Wang.

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

The Board believes that, given the size of the Company and its stage of commercial maturity, it is not practical to appoint any additional independent directors to the Board and considers industry experience and specific expertise, as well as general corporate experience, to be more important attributes of its Board members than independence at this time.

The Board also does not consider it necessary yet to address Board succession in view of the fact that most of the directors are shareholder nominees and any changes at the present time will be directed by those shareholders. As the Company’s activities increase in size, nature and scope, the composition

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and size of the Board will be reviewed periodically to ensure it comprises the optimum number of directors required to adequately supervise the Company's business.

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

Skills & Experience		Diversity / Demographic Background	
Corporate governance	High	<i>Gender</i>	
Strategic planning	High	Male	2
International	High	Female	0
Mining/exploration industry	Medium	<i>Age</i>	
Risk management	High	25-40	1
Financial management	High	41-55	2
Technology/IT	High	56-70	1
Digital/social media	High	Over 70	0
Leadership	High	<i>Ethnicity</i>	
Legal	Medium	Aboriginal or Torres Straits Islander	0
Stakeholder relationships	High	Asian	4
		White/Caucasian	0
		Other	0

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

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

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

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

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

The Board considers that as most of the current directors are nominees of major shareholders, and the other is well known to the Chairman, there is no need to undertake any in-depth probity or other background checking of either new director appointees or candidates for election by shareholders. However, brief biographical details, qualifications, experience and other relevant information about directors standing for election or re-election are provided in the AGM Notice.

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

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Access to Independent Professional Advice

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

Board Processes

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

The Company Secretary is accountable directly to the Board on matters to do with the proper functioning of the Board. However, his communications are restricted because both the Chairman and some other directors do not comfortably speak or read English.

Board Committees

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

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

Role of Management

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

An evaluation of the performance of senior management will be undertaken at a meeting of the Board of the Company when considered necessary, by the non-executive director and the Chairman. This is considered to be an appropriate process as the Company is still in the minerals exploration stage therefore it is not possible to evaluate performance against revenue or profit targets. No evaluation was undertaken in the most recent reporting period.

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

Ethical Standards

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

- responsibilities to shareholders;
- compliance with laws and regulations;

CORPORATE GOVERNANCE STATEMENT

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

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

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

In addition, the Company has established a Share Trading Policy under which directors and KMP are restricted from dealing in Company shares when they are in possession of price sensitive information and during specified periods before or after the release of half and full-year financial results.

Diversity

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

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

- *Employment Balance* - aiming to increase the proportion of women directors on the Board, in senior management and in the organisation overall, including contractors and consultants.
- *Non-Traditional Roles* - increasing the number of women working in non-traditional roles, employed through focused recruitment - very relevant in a mining exploration company.
- *Development & Promotion* - provide equal opportunities for both men and women to attend training and development courses - and to be promoted purely on merit.
- *Remuneration* - equity in pay regardless of gender.
- *Flexible Work Practices* - removal of differentiation between genders - eg, with maternity/parental leave or compassionate leave - and opportunities to work from the home environment (which might assist where there are young children or aged relatives that need some care at times).
- *Discrimination & Harassment* - curbing practices which might prejudice employees because of their gender through appropriate training.

The Board acknowledges that for a relatively small Company, with limited resources, the achievement of many of these goals over the short-term is difficult, but they are kept under review.

At the date of this Statement the Company has 4 directors, all male, and 1 full-time employee who is male. The Company also engages 3 part-time contract staff, of which 2 are male and 1 female. The Board also notes the ethnic and cultural diversity of the Company's current directors, staff and contractors.

Continuous Disclosure & Shareholder Communication

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

Shareholders are forwarded the Company's Annual Report, if requested, and documents relating to each General Meeting, being the Notice of Meeting, any Explanatory Memorandum and a Proxy Form, and shareholders are invited to attend these meetings. Shareholders may elect to receive

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communications electronically. The Company's external Auditors are also required to be present at the AGM to answer any queries shareholders may have with regard to the audit and preparation and content of the Audit Report.

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

Managing Business Risk

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

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

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

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

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

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

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

and, as required by the Recommendations, that:

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

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

This Statement is current as at 28 May 2019 and was approved by the Board of Directors of Orion Metals Limited on that date.

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SHAREHOLDER INFORMATION

Additional information required by the Australian Securities Exchange (ASX) and not shown elsewhere in the Annual Report, current as at 7 June 2019, is advised hereunder.

Stock Exchange Quotation

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

Classes of Securities

The Company has the following equity securities on issue:

ASX quoted: 478,097,443 ordinary shares, each fully paid, held by 389 shareholders
Unquoted: 67,000,000 options, exercisable at 0.5¢ each, expiring 21 December 2020,
held by Excellence Holdings HK Limited

Voting Rights

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

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

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

Restricted Securities

There are no restricted securities on issue.

On-market Buy-backs

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

Distribution of Security Holders

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

Shareholding Range	Ordinary Shares	
	Number of Holders	Number of Shares
1-1,000	42	11,907
1,001-5,000	152	443,864
5,001-10,000	56	419,814
10,001-100,000	112	3,835,869
100,001 and over	27	473,385,989
Totals	389	478,097,443

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SHAREHOLDER INFORMATION

There are 348 shareholders with less than a marketable parcel of 62,500 shares (based on a closing share price of \$0.008) who together hold 3,539,848 shares.

Twenty Largest Security Holders

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

Rank	Shareholder	Holding	Percent
1	EXCELLENCE HOLDINGS HK LIMITED	333,000,000	69.65
2	AUSTRALIA CONGLIN INTERNATIONAL INVESTMENT GROUP PTY LTD	91,852,948	19.21
3	JHEN MINING PTY LTD	23,065,000	4.83
4	MR CONGLIN YUE	13,629,628	2.85
5	J P MORGAN NOMINEES AUSTRALIA LIMITED	3,046,320	0.64
6	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,548,111	0.32
7	MR IANAKI SEMERDZIEV	1,294,988	0.27
8	VICTORY CREST PTY LIMITED <SAMUEL TUSA FAMILY NO 2 A/C>	999,391	0.21
9	P W ENGLISH & ASSOCIATES PTY LTD < SUPER FUND>	946,667	0.20
10	SILVERGATE CAPITAL PTY LTD <SILVERGATE CAPITAL UNIT A/C>	660,000	0.14
11	CITICORP NOMINEES PTY LIMITED	517,655	0.11
12	BROUGHTON MINERALS PTY LTD	500,000	0.10
13	MR PETER CAMERON SYMONS	378,333	0.08
14	XENOLITH PTY LTD <XENOLITH SUPER FUND A/C>	303,875	0.06
15	TA SECURITIES HOLDINGS BERHAD	245,090	0.05
16	MR ROGER ADRIAN ALDRED PARKER & MRS MARGARET DENISE PARKER	228,000	0.05
17	MR ABEL MARIA BELO DO ROSARIO & MRS NOREEN MARIA ROSARIO	179,167	0.04
18	GA & AM LEAVER INVESTMENTS PTY LTD <GA & AM LEAVER S/FUND A/C>	165,116	0.03
19	MR RODNEY MICHAEL WATSON & MRS ANNA MAREE WATSON	133,700	0.03
20	MR JOSEPH EMANUEL GALEA	130,000	0.03
Totals		472,823,989	98.90

Substantial Shareholders

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

Holder	Number of Shares
Excellence Holdings HK Limited	333,000,000
Conglin Group	105,482,576



ORION METALS LIMITED

ACN 096 142 737

DIRECTORS' REPORT

AND

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 28 FEBRUARY 2019

ORION METALS LIMITED
ACN 096 142 737

DIRECTORS' REPORT

Your Directors present their report on the Consolidated Entity consisting of Orion Metals Limited and its controlled entities at the end of, or during the year ended, 28 February 2019.

1. THE DIRECTORS

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

Dr Yi Yang

Non-Executive Chairman

Appointed 22 July 2016

Qualifications

PhD in Philosophy

Experience

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

Special responsibilities

Chairman

Interest in Shares and
Options

333,000,000 shares & 67,000,000 options held by Excellence Holdings HK Limited

Directorships held in other
listed entities

None

Dr Feng Wu

Executive Director (Compliance)

Appointed 22 July 2016

Qualifications

PhD in Law

Experience

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

Special responsibilities

Compliance

Interest in Shares and
Options

333,000,000 shares & 67,000,000 options held by Excellence Holdings HK Limited

Directorships held in other
listed entities

None

ORION METALS LIMITED
ACN 096 142 737

DIRECTORS' REPORT

1. THE DIRECTORS (Cont'd)

Mr Bo Wang	
Qualifications	Non-Executive Director <i>Appointed 22 July 2016</i> B.Com. (Accounting) University of Canberra M. Management University of NSW
Experience	Mr Bo Wang has held several positions in Australian and Chinese companies and is currently Executive Chairman of Boran (Tianjin) Financial Leasing Pty Ltd. He is studying for a Doctor of Psychology at Peking University.
Special responsibilities	None
Interest in Shares and Options	None
Directorships held in other listed entities	None
Mr Bin Cai	
Qualifications	Executive Director <i>Appointed 25 July 2012 (and previously Director 30 April 2012 ~ 31 May 2012)</i> Master of Finance & IS
Experience	Mr Cai is the Managing Director of Conglin International Investment Group Pty Ltd based in Brisbane. He has a record of successful strategic investments in emerging Australian resources companies based on his long experience in resources investment. Prior to joining the Conglin Group Mr. Cai had eight years' experience with The China Investment Bank.
Special responsibilities	Chief Financial Officer
Interest in Shares and Options	6,250 shares held by Australia Cayenne Holdings Pty Ltd.
Directorships held in other listed entities	Director of Carpentaria Resources Limited (previously Carpentaria Exploration Limited), 15 May 2011 ~ 16 May 2018 Alternate Director of Northern Minerals Limited, appointed 29 August 2013 ~ continuing
Company Secretary	
Bill Lyne	
Qualifications	BCom, CA, FGIA, FAICD, FFIN
Experience	Mr Lyne is the principal of Australian Company Secretary Service, providing company secretarial, compliance and governance services to public companies. He is secretary of a number of other listed companies and has a wealth of experience in corporate governance principles and practice.
Directorships held in other listed entities	Director of Jumbo Interactive Limited appointed 30 October 2009 ~ continuing

ORION METALS LIMITED
ACN 096 142 737

DIRECTORS' REPORT

2. PRINCIPAL ACTIVITIES OF THE CONSOLIDATED ENTITY

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

3. OPERATING RESULTS

The net result of operations of the Consolidated Entity for the year ended 28 February 2019 was a loss of \$599,983 (2018 – loss of \$700,078) which included:

- exploration and evaluation expenses \$104,416 (2018: \$224,223),
- personnel expenses of \$351,621 (2018: \$335,662), and
- other expenses of \$144,409 (2018: \$141,471).

Exploration expenditure during the year focussed on the Tanami West, Mt Surprise and Top Camp Projects and totalled \$104,416 (2018: \$224,223). All exploration expenditure incurred during the year was expensed.

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

4. DIVIDENDS

The directors do not recommend the payment of a dividend and no amount has been paid or declared by way of a dividend since 28 February 2019 and to the date of this report.

5. REVIEW OF ACTIVITIES AND BUSINESS STRATEGIES

During 2018/19 the Consolidated Entity continued to conserve funds through further reductions in costs and exploration activities.

In March 2018 Orion Metals raised \$100,000 from the exercise of 20,000,000 options at an exercise price of 0.5 cents each. In July 2018 a further 40,000,000 options were exercised at 0.5 cents each, raising \$200,000. A total of 100,000,000 options remained unexercised and expired on 21 July 2018.

An Extraordinary General Meeting was held on 21 December 2018 to reactivate 100,000,000 options, exercisable at 0.5 cents each and expiring 21 December 2020. In January 2019 Orion Metals raised \$165,000 from the exercise of 33,000,000 options at an exercise price of 0.5 cents each.

In August 2018 Orion received \$40,000 under the Farm-in agreement with private company PVW Resources NL (PVW) in relation to exploration of the Tanami West Project tenements. The payment by PVW followed completion of Stage 1 and earned them the right to acquire a 35% Participating Interest in the joint venture property.

During the earn-in phase of the Tanami West Project Joint Venture, Orion will continue to cooperate and work with PVW to ensure all tenements are kept in good standing. All relevant technical data acquired by Orion on the Tanami West Project has been provided to PVW.

ORION METALS LIMITED
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DIRECTORS' REPORT

5. REVIEW OF ACTIVITIES AND BUSINESS STRATEGIES (Cont'd)

As at the date of this report, Directors are continuing to assess the Entity's portfolio of other exploration assets.

On a Project level, activities have been summarised below.

Tanami West Project

Despite an overall lack of on-ground exploration this last twelve months, the Tanami West Project still remains a highly prospective under-explored package of REE and Gold tenure.

In an effort to realise the potential of this Project area, ORM entered into a Farm-in agreement with Tanami explorer PVW Resources (PVW). PVW bring funding and corporate expertise, as well as valuable local technical expertise.

As a precursor to on-ground activities and drilling operations scheduled for later in 2019, PVW has commenced discussions with the Kimberley Land Council and the Aboriginal traditional owners of the area (the Tjurabalan Native Title Land Aboriginal Corporation). Orion Metals continues to work with PVW on this prospective group of tenements to ensure the tenements are in good standing and a successful exploration program is implemented.

Mt Surprise Project

This tenement package is highly prospective for tin, tungsten and rare earth elements. No on-ground exploration was conducted during the current reporting period. In expectation of funding being available for this Project, one of the tenements was successfully renewed for another 5 years in October 2018.

This Project is located adjacent to the historic Burlington tin tungsten work.

Top Camp Project

This remains the Company's most prospective Project with both the untested historic alluvial gold fields, and high quality primary IOCG targets, located on mining leases within the world class base metal province of Cloncurry, Queensland.

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

Mt Ramsay Project

Mt Ramsay remains a high priority exploration area for REE, specialty metals, copper and gold, however no on-ground exploration was conducted during the current reporting period.

6. OUTLOOK

Major shareholder, Excellence Holdings HK Limited, has undertaken to provide continued financial support to Orion Metals for their ongoing operations over the next twelve months. A 2019-2020 exploration and expenses budget has been constructed to guide the Company through this financial year.

PVW are continuing the management and exploration of the Tanami West Project tenements which will provide further earn-in payments to Orion as future Stages are completed.

In the meantime, Directors continue to seek other farm-in opportunities with other potential partners with appropriate synergies to grow the value of the Company.

ORION METALS LIMITED
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DIRECTORS' REPORT

7. SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

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

8. EVENTS SUBSEQUENT TO REPORTING DATE

There have been no matters or circumstances that have arisen since the end of the year which significantly affected or could significantly affect the operations of the Consolidated Entity, the results of those operations or the state of affairs of the consolidated group in future financial years.

9. LIKELY DEVELOPMENTS

Directors will continue investigating potential sources of funding or any more joint venture opportunities across all projects to enable the Consolidated Entity to continue operations and carry out its exploration programmes over the next twelve months.

10. COMPANY HEALTH & SAFETY POLICY

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

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

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

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

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

ORION METALS LIMITED
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DIRECTORS' REPORT

11. ENVIRONMENTAL REGULATION AND PERFORMANCE

The Consolidated Entity is subject to and complies with environmental regulation in relation to its mineral exploration activities in North Queensland and Western Australia. At the date of this report there have been no known breaches of any environmental obligations.

The following policy has been adopted as the official Environmental Policy of the Consolidated Entity for its activities in both Queensland and Western Australia:-

The Consolidated Entity is committed to being a leader in environmental excellence by:

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

In achieving these objectives the Company will:

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

12. SHARES UNDER OPTION

Shares issued on the exercise of options

100,000,000 options were issued during the year ended 28 February 2019 (2018: Nil).

93,000,000 Orion Metals Limited ordinary shares were issued during the year at 0.5 cents per share as a result of the exercise of options over unissued shares in the Company.

	Exercise price	No. of options
Outstanding at the beginning of the year	0.5 cents	160,000,000
Expired unexercised	0.5 cents	(100,000,000)
Issued	0.5 cents	100,000,000
Exercised	0.5 cents	<u>(93,000,000)</u>
Outstanding at the end of the year	0.5 cents	<u>67,000,000</u>

ORION METALS LIMITED
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DIRECTORS' REPORT

13. DIRECTORS' MEETINGS

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

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

** at which eligible to attend*

14. REMUNERATION REPORT – AUDITED

Remuneration Practices

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

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

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

- competitiveness and reasonableness
- acceptability to shareholders
- transparency.

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

ORION METALS LIMITED
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DIRECTORS' REPORT

14. REMUNERATION REPORT – AUDITED (Cont'd)

Key management personnel covered in this report

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

Non-executive and executive directors

Dr Yi Yang

Dr Feng Wu

Mr Bo Wang

Mr Bin Cai

Other Key Management Personnel

Mr Bill Lyne (Company Secretary)

Mr Peter Brookes (Exploration Manager- resigned 31 March 2018)

The remuneration framework is aligned to shareholders' interests through:

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

The remuneration framework is aligned to employees' interests through:

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

Relationship between remuneration and Company performance

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

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

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

Except in so far as directors and other key management personnel hold options over shares in the Company, there is no relationship between remuneration policy and the Company's performance. The Company's share price was 0.7 cents as at 28 February 2019.

The table below sets out summary information about the Company's earnings and movements in shareholders' wealth for the five years to 28 February 2019:

ORION METALS LIMITED
ACN 096 142 737

DIRECTORS' REPORT

Description	28 February 2019	28 February 2018	28 February 2017	29 February 2016	28 February 2015
Revenue	-	-	\$2,500	-	-
Net profit/(loss) before tax	(\$599,983)	(\$700,078)	(\$632,001)	(\$789,572)	(\$1,531,633)
Net profit(loss) after tax	(\$599,983)	(\$700,078)	(\$632,001)	(\$789,572)	(\$1,531,633)
Basic earnings/(loss) per share (cents)	(0.14)	(0.19)	(0.19)	(0.54)	(1.45)
Change in share price (cents)	0.2	0.025	(0.035)	(0.54)	(1.80)

ORION METALS LIMITED
ACN 096 142 737

DIRECTORS' REPORT

14. REMUNERATION REPORT – AUDITED (Cont'd)

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

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

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

2019 Remuneration

	Short-term employee benefits		Share Based Remuneration	Post Employment Benefits	Total	Performance Related %	% consisting of options
	Salary & fees	Bonus	Equity Settled Options*	Superannuation			
	\$	\$	\$	\$	\$	%	%
Dr Yi Yang	48,000	-	-	-	48,000	-	-
Dr Feng Wu	40,000	-	-	-	40,000	-	-
Mr Bo Wang	36,000	-	-	-	36,000	-	-
Mr Bin Cai	86,000	-	-	4,750	90,750	-	-
Other Key Management Personnel							
B. Lyne (Company Secretary)	29,314	-	-	-	29,314	-	-
P Brookes (Exploration Manager)*	3,200	-	-	-	3,200	-	-
Total	242,514			4,750	247,264		

As at the reporting date there was \$410,896 (2018: \$284,496) owing to directors for directors' fees. There were no other transactions with or loans outstanding to key management personnel and their related parties for the year.

* P. Brookes resigned 31 March 2018

ORION METALS LIMITED
ACN 096 142 737

DIRECTORS' REPORT

14. REMUNERATION REPORT – AUDITED (Cont'd)

2018 Remuneration

	Short-term employee benefits		Share Based Remuneration	Post Employment Benefits	Total	Perform ance Related %	% consisting of options
	Salary & fees	Bonus	Equity Settled Options*	Superannuation			
	\$	\$	\$	\$	\$	%	%
Directors							
Dr Yi Yang	48,000	-	-	-	48,000	-	-
Dr Feng Wu	40,000	-	-	-	40,000	-	-
Mr Bo Wang	36,000	-	-	-	36,000	-	-
Mr Bin Cai	86,000	-	-	4,750	90,750	-	-
Other Key Management Personnel							
B. Lyne (Company Secretary)	33,246	-	-	-	33,246	-	-
P Brookes (Exploration Manager)	38,400	-	-	-	38,400	-	-
Total	281,646	-	-	4,750	286,396		

Shareholdings of key management personnel

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

A related entity of directors Yang and Wu obtained 93,000,000 shares through the exercise of options during the period, and held 333,000,000 shares at the reporting date.

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

Other Key Management Personnel

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

A related entity of directors Yang and Wu exercised 93,000,000 options during the year and held 67,000,000 options at balance date.

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

ORION METALS LIMITED
ACN 096 142 737

DIRECTORS' REPORT

14. REMUNERATION REPORT – AUDITED (Cont'd)

Service Agreements

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

Name: Yi Yang

Title: Non-Executive Chairman

Agreement commenced: 26 July 2016

Term of agreement: Not specified

Details: The Company has entered into an agreement with Yi Yang. Compensation is based on market-related compensation and there is no agreement by Orion Metals Limited to pay pre-determined compensation. There is also no agreement to pay Yi Yang any pre-determined amounts in the event of termination.

Name: Feng Wu

Title: Executive Director (Compliance)

Agreement commenced: 22 July 2016

Term of agreement: Not specified

Details: The Company has entered into an agreement with Feng Wu. Compensation is based on market-related compensation and there is no agreement by Orion Metals Limited to pay pre-determined compensation. There is also no agreement to pay Feng Wu any pre-determined amounts in the event of termination.

Name: Bo Wang

Title: Non-Executive Director

Agreement commenced: 22 July 2016

Term of agreement: Not specified

Details: The Company has entered into an agreement with Bo Wang. Compensation is based on market-related compensation and there is no agreement by Orion Metals Limited to pay pre-determined compensation. There is also no agreement to pay Bo Wang any pre-determined amounts in the event of termination.

ORION METALS LIMITED
ACN 096 142 737

DIRECTORS' REPORT

Name: Bin Cai

Title: Executive Director and CFO

Agreement commenced: 25 July 2012

Term of agreement: Not specified

Details: The company has entered into an agreement with Bin Cai to provide services on a fixed salary basis. There is no agreement by Orion Metals Limited to pay pre-determined amounts in the event of termination other than statutory entitlements of long service leave and annual leave. No notice period has been specified.

Name: Bill Lyne

Title: Company Secretary

Agreement commenced: 19 January 2010

Term of agreement: Not specified

Details: The Company has entered into an agreement with Company Secretarial Services Pty Ltd for Bill Lyne to provide services on an as required basis, and fees are paid to the that company (which is a related entity of Mr Lyne). No notice period has been specified.

Remuneration Options

No key management personnel options were granted as remuneration during the year. (2018: nil) There were no cash bonuses or share based payment options granted during the year (2018: nil).

END OF REMUNERATION REPORT

ORION METALS LIMITED
ACN 096 142 737

DIRECTORS' REPORT

15. NON-AUDIT SERVICES

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

16. INDEMNIFICATION AND INSURANCE OF OFFICERS OR AUDITOR

Each of the Directors and the Secretary of the Company have entered into a Deed with the Company whereby the Company has provided certain contractual rights of access to books and records of the Company to those Directors and Secretary. The Company has insured all of the Directors and Officers of Orion Metals Limited. The contract of insurance prohibits the disclosure of the nature of the liabilities covered and amount of the premium paid. The Corporations Act 2001 does not require disclosure of the information in these circumstances.

The Company has not indemnified or insured its auditor.

17. PROCEEDINGS ON BEHALF OF COMPANY

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

18. AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration for the year ended 28 February 2019 has been received and forms part of this directors' report and can be found on page 15.

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

Signed:



BIN CAI
Director

28 May 2019

**ORION METALS LIMITED
ACN 096 142 737**

AUDITOR'S DECLARATION OF INDEPENDENCE



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

As lead auditor of Orion Metals Limited for the year ended 28 February 2019, I declare that, to the best of my knowledge and belief, there have been:

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

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

A handwritten signature in blue ink, appearing to read 'C K Henry', is written over a faint, larger blue signature.

C K Henry
Director

BDO Audit Pty Ltd

Brisbane, 28 May 2019

ORION METALS LIMITED
ACN 096 142 737

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 28 FEBRUARY 2019

	Note	2019	2018
		\$	\$
Other income		-	-
Other expenses	6	(144,409)	(141,471)
Personnel expenses	6	(351,621)	(335,662)
Exploration and evaluation expense		(104,416)	(224,223)
Loss from operating activities		(600,446)	(701,356)
Finance income	5	463	1,278
Finance costs		-	-
Net finance income		463	1,278
Profit/(loss) before income tax		(599,983)	(700,078)
Income tax	7	-	-
Profit/(loss) after income tax		(599,983)	(700,078)
Other comprehensive income		-	-
Total comprehensive income		(599,983)	(700,078)
Profit/(loss) attributable to: the owners of the company		(599,983)	(700,078)
Total comprehensive income attributable to: the owners of the company		(599,983)	(700,078)
Basic earnings/(loss) per share (cents per share)	14	(0.14)	(0.19)
Diluted earnings/(loss) per share (cents per share)	14	(0.14)	(0.19)

ORION METALS LIMITED
ACN 096 142 737

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 28 FEBRUARY 2019

	Note	2019 \$	2018 \$
Current Assets			
Cash and cash equivalents	8	164,693	96,899
Trade and other receivables	9	4,135	5,345
Other assets	10	6,975	9,035
Total Current Assets		<u>175,803</u>	<u>111,279</u>
TOTAL ASSETS		<u>175,803</u>	<u>111,279</u>
Current Liabilities			
Trade and other payables	11	517,000	331,854
Employee benefits		69,791	55,430
Total Current Liabilities		<u>586,791</u>	<u>387,284</u>
TOTAL LIABILITIES		<u>586,791</u>	<u>387,284</u>
Net Assets		<u>(410,988)</u>	<u>(276,005)</u>
Equity			
Issued capital	12	15,212,717	14,747,717
Reserves	13	467,838	467,838
Accumulated losses		(16,091,543)	(15,491,560)
Total Equity		<u>(410,988)</u>	<u>(276,005)</u>

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

ORION METALS LIMITED
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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 28 FEBRUARY 2019

	Issued Capital \$	Options reserve \$	Accumulated losses \$	Totals \$
Balance at 1 March 2017	14,547,717	467,838	(14,791,482)	224,073
Profit /(Loss) after income tax	-	-	(700,078)	(700,078)
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	(700,078)	(700,078)
Transactions with owners, recorded directly with Equity				
Shares issued during the year	200,000	-	-	200,000
Share issue costs	-	-	-	-
Balance at 28 February 2018	14,747,717	467,838	(15,491,560)	(276,005)
Balance at 1 March 2018	14,747,717	467,838	(15,491,560)	(276,005)
Profit /(Loss) after income tax	-	-	(599,983)	(599,983)
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	(599,983)	(599,983)
Transactions with owners, recorded directly with Equity				
Shares issued during the year	465,000	-	-	465,000
Balance at 28 February 2019	15,212,717	467,838	(16,091,543)	(410,988)

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

ORION METALS LIMITED
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CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 28 FEBRUARY 2019

	Note	2019 \$	2018 \$
Cash Flows from Operating Activities			
Receipts from GST		23,040	23,770
Payments to suppliers and employees		(363,383)	(343,520)
Exploration and evaluation expense		(97,326)	(219,983)
Interest received		463	1,278
Net Cash provided by/ (used in) Operating Activities	19	(437,206)	(538,455)
 Cash Flows from Financing Activities			
Proceeds from issues of equity securities		465,000	200,000
Receipts from PVW Resources		40,000	
Net Cash provided by/ (used in) Financing Activities		505,000	200,000
 Net Increase/(Decrease) In Cash and Cash Equivalents		67,794	(338,455)
 Cash and Cash Equivalents opening balance		96,899	435,354
Cash and Cash Equivalents closing balance	8	164,693	96,899

The Consolidated Statement of Cash Flows should be read in conjunction with the notes to the financial statements

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2019

1 REPORTING ENTITY

The financial statements of Orion Metals Limited for the year ended 28 February 2019 were authorised for issue in accordance with a resolution of the directors on 28 May 2019 and covers the Consolidated Entity consisting of Orion Metals Limited and its subsidiaries as required by the Corporations Act 2001. Orion Metals Limited is a for-profit entity for the purpose of preparing these financial statements.

The financial statements are presented in Australian dollars.

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

2 BASIS OF PREPARATION

A. Statement of compliance

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

B. Basis of measurement

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

C. Use of estimates and judgements

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. Information about critical estimates and judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are outlined below

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2019

2 BASIS OF PREPARATION (Cont'd)

D. Going concern

As at 28 February 2019 the Group had cash reserves of \$164,693. The Group has incurred a net loss after tax for the year ended 28 February 2019 of \$599,983 after exploration and evaluation expense of \$104,416. The net cash outflow from operations for the year was \$437,206. At 28 February 2019, the Group's current liabilities exceeded its current assets by \$410,988. This includes \$410,896 owing to directors.

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

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

- The Company raised \$465,000 during the year from the exercise of 93,000,000 options at \$0.005 by Excellence Holdings HK Ltd (EH). EH have advised the Company that the remaining 67,000,000 options will be exercised before their expiry date of 21 December 2020.
- Parent company, Excellence Holdings HK Ltd, have pledged their continuing support for a minimum of 12 months from the date of issuing these financial statements.
- \$410,896 of payable balances relate to outstanding amounts owing to directors. The directors have pledged to not call upon directors fees owed for the next 12 months or until such time that the company has sufficient funds to pay the directors fees.

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

ORION METALS LIMITED
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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2019

3 SIGNIFICANT ACCOUNTING POLICIES

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

A. Basis of consolidation

The consolidated financial statements comprise the financial statements of Orion Metals Limited and its subsidiaries for the year ended 28 February 2019 ("the group"). Subsidiaries are entities (including structured entities) over which the group has control. The group has control over an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity, and has the ability to use its power to affect those returns. Subsidiaries are consolidated from the date on which control is transferred to the group and are deconsolidated from the date that control ceases.

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

B. Income tax

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

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

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

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

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2019

3 SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

C. Trade and other payables

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

D. Impairment of Financial Assets

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

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

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

E. Impairment of Non-Financial Assets

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

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

F. Equity Settled Share Based Compensation

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

G. Cash and Cash Equivalents

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

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2019

3 SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

H. Interest Revenue

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

I. Goods and Services Tax (GST)

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

J. Issued Capital

Ordinary shares are classified as equity. Costs directly attributable to the issue of new shares or options are shown as a deduction from equity.

K. Earnings per share

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

L. Leases

Leases of property, plant and equipment, where substantially all the risks and benefits incidental to the ownership of the asset, but not legal ownership, are transferred to the Consolidated Entity are classified as finance leases.

Finance leases are capitalised recording an asset and a liability equal to the present value of the minimum lease payments, including any guaranteed residual value. Leased assets are depreciated over the shorter of the asset's useful life and the lease term. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Lease payments under operating leases, where substantially all the risks and benefits remain with the lessor, are charged to the profit or loss on a straight line basis over the period of the lease.

M. New, revised or amending Accounting Standards and Interpretations adopted

No new or revised Australian Accounting Standards that have been issued but not yet effective have been applied in the preparation of these financial statements. Such standards are not expected to have a material impact on the Group's financial report on initial application.

AASB 9 and AASB 15 were adopted during the financial year. There has been no material impact as a result of adoption.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2019

4 SEGMENT REPORTING

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

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

	Consolidated Entity 2019 \$	Consolidated Entity 2018 \$
5 REVENUE AND OTHER INCOME		
Other income	-	-
Finance income	463	1,278
	<u>463</u>	<u>1,278</u>

6 EXPENSES

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

Audit and accountancy fees	37,080	45,496
Legal fees	18,478	8,176
Share registry expenses and listing fees	52,470	43,374
Insurance	12,154	14,778
Travel and accommodation	2,447	4,813
Other miscellaneous costs	21,780	24,834
Administrative expenses	<u>144,409</u>	<u>141,471</u>
<i>Employee expenses:</i>		
Salaries and on-costs	138,698	131,385
Directors fees and consultancy fees	<u>212,923</u>	<u>204,277</u>
	<u>351,621</u>	<u>335,662</u>

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2019

	Consolidated Entity 2019 \$	Consolidated Entity 2018 \$
7 INCOME TAX		
Components of tax expense/(benefit) comprise:		
Current tax	-	-
Deferred tax	-	-
Income Tax Expense/(benefit)	-	-
<i>Numerical reconciliation of income tax benefit to prima facie tax payable</i>		
Loss from operations for the year	(599,255)	(700,078)
The prima facie income tax benefit on loss before income tax at a tax rate of 30% (2018: 30%)	179,776	210,023
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Deferred tax asset not recognised on current year loss	(179,776)	(210,023)
Total income tax benefit	-	-
<i>Net unrecognised deferred tax assets</i>		
Net Deductible temporary differences	33,126	33,185
Unused tax losses	5,722,292	5,520,729
Net unrecognised deferred tax asset	5,755,418	5,553,914
<i>Gross amounts of items in net unrecognised deferred tax assets</i>		
Net Deductible temporary differences	110,420	110,616
Unused tax losses	19,074,306	18,402,430
Total unrecognised deferred tax assets	19,184,726	18,513,046
The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.		
The above potential tax benefit, which excludes tax losses, for deductible temporary differences has not been recognised in the statement of financial position as the recovery of this benefit is uncertain.		
The Consolidated Entity has no franking credits.		
8 CASH AND CASH EQUIVALENTS AND OTHER FINANCIAL ASSETS		
Cash at bank	164,693	96,899

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2019

	Consolidated Entity 2019 \$	Consolidated Entity 2018 \$
9 TRADE & OTHER RECEIVABLES		
Other debtors	4,135	5,345
	<u>4,135</u>	<u>5,345</u>

No receivables are past due or impaired (2018: nil) no collateral is held (2018: nil)

10 OTHER ASSETS

Current

Deposits	2,578	2,578
Prepayments	4,397	6,457
	<u>6,975</u>	<u>9,035</u>

	Consolidated Entity 2019 \$	Consolidated Entity 2018 \$
11 TRADE AND OTHER PAYABLES		
Directors fees payable	410,896	284,496
Other	106,104	47,358
	<u>517,000</u>	<u>331,854</u>

12 ISSUED CAPITAL

478,097,443 (2018: 385,097,443) fully paid ordinary shares	15,449,719	14,784,719
Transaction costs relating to share issues (net of tax)	(237,002)	(237,002)
	<u>15,212,717</u>	<u>14,747,717</u>

	Consolidated Entity 2019		Consolidated Entity 2018	
	#	\$	#	\$
Ordinary shares				
Balance at the beginning of the year	385,097,443	14,747,717	345,097,443	14,547,717
Share issues at \$0.005	93,000,000	465,000	40,000,000	200,000
Share issue costs	-	-	-	-
Balance at the end of the year	<u>478,097,443</u>	<u>15,212,717</u>	<u>385,097,443</u>	<u>14,747,717</u>

Ordinary shares

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

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2019

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

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

Share buy-back

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

Capital risk management

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

In common with many other exploration companies, the parent raises finance for the Consolidated Entity's exploration and appraisal activities in discrete tranches. The Consolidated Entity's overall strategy remains unchanged from 2018.

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

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2019

13 RESERVES

	Consolidated Entity 2019 \$	Consolidated Entity 2018 \$
Options reserve		
Opening balance	467,838	467,838
Options issued	-	-
Closing balance	<u>467,838</u>	<u>467,838</u>

The option reserve account is to account for share based payments

14 EARNINGS PER SHARE

	2019 (Number)	2018 (Number)
Weighted average number of shares used as the denominator in calculating basic and diluted earnings per share	430,478,265	365,042,648
	2019 \$	2018 \$
Net loss after tax used in calculating basic earnings per share	599,983	700,078
Net loss after tax used in calculating diluted earnings per share	<u>599,983</u>	<u>700,078</u>

15 CONTROLLED ENTITIES

Investments in controlled entities

	Country of incorporation	% ownership 2019	% ownership 2018	Class of shares
Rich Resources Investments Pty Ltd	Australia	100%	100%	Ord
Broughton Orion Pty Ltd	Australia	100%	100%	Ord

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2019

	Consolidated Entity 2019 \$	Consolidated Entity 2018 \$
16 COMMITMENTS FOR EXPENDITURE		
Commitments for maintaining exploration tenements payable		
- Not longer than 1 year	43,150	216,531
- Longer than 1 year but not longer than 5 years	388,200	337,987
- Longer than 5 years	-	-
	<u>431,350</u>	<u>554,518</u>
Tenement rentals		
- Not longer than 1 year	55,781	63,849
- Longer than 1 year but not longer than 5 years	89,773	164,925
- Longer than 5 years	-	-
	<u>145,554</u>	<u>228,774</u>

17 CONTINGENT LIABILITIES AND ASSETS

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

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

	Consolidated Entity 2019 \$	Consolidated Entity 2018 \$
18 RELATED PARTIES		
Key management personnel compensation		
Short term employee benefits	242,514	281,646
Post-employment benefits	4,750	4,750
	<u>247,264</u>	<u>286,396</u>

Substantial shareholder transactions

93,000,000 shares were issued to substantial shareholder Excellence Holdings HK Limited during the year (EH) upon the exercise of 93,000,000 options at \$0.005 each. As at reporting date EH held 333,000,000 shares (2018: 240,000,000) in the Company and 67,000,000 options (2018: 160,000,000) exercisable at \$0.005 and expiring on 21 December 2020.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2019

19 CASH FLOW INFORMATION

	Consolidated Entity 2019 \$	Consolidated Entity 2018 \$
<i>Reconciliation of cash flow from operations with profit / (loss) after tax</i>		
Profit / (loss) after tax	(599,983)	(700,078)
Non-cash flows:		
Changes in operating assets and liabilities		
Decrease in receivables	1,210	(4,135)
Decrease/(increase) in other assets	2,060	(139)
(Decrease)/increase in creditors and payables	185,145	147,935
(Decrease)/Increase in employee entitlements	14,362	17,962
Net cash used in operating activities	<u>(437,206)</u>	<u>(538,455)</u>

20 FINANCIAL INSTRUMENTS

Significant accounting policies

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

Financial risk management objectives

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

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2019

20 FINANCIAL INSTRUMENTS (Cont'd)

Market risk

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

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

(i) Interest risk management

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

Interest rate sensitivity

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

	Consolidated Entity 2019	Consolidated Entity 2018
	\$	\$
Sensitivity		
Cash and cash equivalents and other financial assets	164,693	96,899
Effect on profit or loss before taxes		
Increase 0.25%	412	242
Decrease 0.25%	(412)	(242)

(ii) Price risk management

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

Liquidity risk management

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

At 28 February 2019 and 28 February 2018 the only financial liabilities of the Consolidated Entity were trade payables and accruals. All trade payables and accruals have a contractual maturity of 6 months or less.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2019

20 FINANCIAL INSTRUMENTS (Cont'd)

Credit risk management

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

Fair values

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

21 AUDITORS REMUNERATION

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

Consolidated Entity 2019 \$	Consolidated Entity 2018 \$
37,080	35,416
37,080	35,416

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

22 OPTIONS

93,000,000 Orion Metals Limited ordinary shares were issued during the year at 0.5 cents per share as a result of the exercise of options over unissued shares in the Company.

100,000,000 options were issued during the year ended 28 February 2019.

Consolidated Entity

	2019		2018	
	No. of options	Weighted average exercise price (cents)	No. of options	Weighted average exercise price (cents)
Outstanding at beginning of year	160,000,000	0.5	200,000,000	0.5
Granted	100,000,000	0.5	-	-
Forfeited	(100,000,000)	0.5	-	-
Exercised	(93,000,000)	0.5	(40,000,000)	0.5
Outstanding at year-end	67,000,000	0.5	160,000,000	0.5
Exercisable at year-end	67,000,000	0.5	160,000,000	0.5

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NOTES TO THE FINANCIAL STATEMENTS
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23 SUBSEQUENT EVENTS

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

24 PARENT ENTITY DISCLOSURES

	2019 \$	2018 \$
Result of Parent Entity		
Profit/loss for the year	(473,622)	(699,454)
Other comprehensive income/(loss) for the year	-	-
Total comprehensive income	<u>(473,622)</u>	<u>(699,454)</u>
Financial position of Parent Entity at year end		
Current Assets	302,830	109,608
Total assets	302,830	109,608
Current Liabilities	587,948	386,104
Total liabilities	587,948	386,104
Net Assets	<u>(285,118)</u>	<u>(276,496)</u>
Total Equity of the Parent Entity comprising :		
Issued capital	15,212,717	14,747,717
Reserves	467,838	467,838
Accumulated losses	<u>(15,965,673)</u>	<u>(15,492,051)</u>
Total Equity	<u>(285,118)</u>	<u>(276,496)</u>

The Company's contingencies and commitments comprise tenement rentals and commitments for maintaining exploration tenements. The total commitments as at 28 February 2019 are \$576,904 (2018: \$783,292).

The Company has guaranteed the performance of Rich Resources investments Pty Ltd under Tanami West Farm-in Agreement with PVW Resources NL.

25 COMPANY DETAILS

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

35 Hamish Street, Calamvale, Qld 4116

Company Secretary : Bill Lyne

ORION METALS LIMITED

ACN 096 142 737

DIRECTORS' DECLARATION

The Directors of the Company declare that:

1. The attached financial statements and notes are in accordance with the Corporations Act 2001, including :-
 - (a) complying with Australian Accounting Standards (including Australian Accounting Interpretations) and the Corporations Regulations 2001; and
 - (b) giving a true and fair view of the financial position as at 28 February 2019 and performance for the year ended on that date of the consolidated Entity,
2. The financial statements also comply with International Financial Reporting Standards as disclosed in note 2.
3. The Remuneration Report as set out in the Directors' Report complies with Section 300A of The Corporations Act 2001.
4. The Chief Executive Officer and Chief Financial Officer have declared that:
 - (a) the financial records of the company for the financial year have been properly maintained in accordance with Section 286 of the Corporations Act 2001;
 - (b) the financial statements and notes for the financial year comply with the Australian Accounting Standards (including Australian Accounting Interpretations); and
 - (c) the financial statements and notes for the financial year give a true and fair view.
5. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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



BIN CAI
Director

Dated this 28th day of May 2019

INDEPENDENT AUDITOR'S REPORT

To the members of Orion Metals Limited

Report on the Audit of the Financial Report Opinion

We have audited the financial report of Orion Metals Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 28 February 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

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

- (i) Giving a true and fair view of the Group's financial position as at 28 February 2019 and of its financial performance for the year ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

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

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

Material uncertainty related to going concern

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

Other information

The directors are responsible for the other information. The other information comprises the information contained in director's report for the year ended 28 February 2019, but does not include the financial report and our auditor's report thereon.

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

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

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

Responsibilities of the directors for the Financial Report

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

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

Auditor's responsibilities for the audit of the Financial Report

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

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

http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 7 to 13 of the directors' report for the year ended 28 February 2019.

In our opinion, the Remuneration Report of Orion Metals Limited, for the year ended 28 February 2019, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

BDO Audit Pty Ltd



C K Henry

Director
Brisbane, 28 May 2019

