



Orion Metals Limited (ASX: ORM)

ABN 89 096 142 737

35 Hamish Street, Calamvale, Queensland

GPO Box 7115 Brisbane Qld 4001

Phone: 61 7 3272 1725

www.orionmetals.com.au

ASX Announcement

5 July 2021

ENTRY INTO MEMORANDUM OF UNDERSTANDING

Orion Metals Limited ('Orion' or the 'Company') entered into a memorandum of understanding with Mayfair Resources Group Pty Ltd ('Mayfair') on 2 July 2021 (the 'MOU'). Mayfair is managed by the same management and board as Mayfair Corporations Group Pty Ltd. The MOU sets out binding obligations on the parties including that:

- (a) the Company and Mayfair will cooperate with each other on an exclusive basis to procure the acquisition by the Company of identified assets after conducting satisfactory due diligence on such assets; and
- (b) subject to seeking any necessary shareholder approvals, the Company will undertake to fund such acquisitions through the issue of ordinary shares in the Company to new investors, including Mayfair.

In accordance with the terms of the MOU, the Company and Mayfair have also agreed to use reasonable endeavours to replace the MOU with a definitive transaction document on terms consistent with those terms set out in the MOU by no later than 16 July 2021.

The Directors consider the acquisition by the Company of potential alternative assets, after conducting due diligence on such assets, to be in the best interests of the Company and in line with the Company's growth strategy, which involves the acquisition of alternative assets in order to further increase value for the benefit of all shareholders.

The MOU is unrelated to the current proposal to sell the four mining tenements that comprise the Top Camp project to Mayfair Corporations Group Pty Limited, the sale of which will be put to shareholders at the forthcoming Annual General Meeting which will be held on 14 July 2021.

Authorised for release by the Board of Directors of Orion Metals Limited.

A handwritten signature in black ink, appearing to be 'Yi Yang', written over a white background.

Yi Yang
Chairman
Orion Metals Limited



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