



ORION METALS LIMITED (ASX: ORM)

ACTIVITIES REPORT FOR QUARTER ENDING

30 November 2021

EXPLORATION ACTIVITIES

No exploration activities were conducted at the Top Camp Project during the reporting period, being Orion Metal's only remaining exploration project, sale of which has been completed since period-end.

As previously announced, Orion entered into an exclusive binding Terms Sheet with Mayfair Corporations Group Pty Ltd ("Mayfair") in respect of the sale and purchase of the 4 mining leases ("Tenements") comprising the Top Camp Project for a total of \$500,000 and on 13 July 2021 a formal Sale of Tenements Agreement was signed to replace the Terms Sheet.

Sale of the Top Camp tenements was approved by shareholders at the Company's Annual General Meeting ("AGM") held on 14 July 2021 and transfer documentation was lodged with the Queensland Department of Resources ("QDoR") on 19 July 2021.

QDoR approved the transfer of the Tenements to Mayfair on 1 December 2021 and, following satisfaction of all sale conditions, the purchase price of \$500,000 was released from escrow and paid to Orion on 15 December 2021.

Project Update

TOP CAMP PROJECT

GOLD COPPER PROJECT

40 km south of Cloncurry, North Queensland ML 2764, ML 2785, ML 2786, ML 2792. The Top Camp mining leases were all 100% Orion Metals owned.

Orion entered into a Sale of Tenements Agreement with Mayfair on 13 July 2021 in respect of the sale and purchase of the 4 mining leases comprising the Top Camp Project. Sale of the Tenements was completed with receipt of the purchase price of \$500,000 released from escrow and paid to Orion on 15 December 2021 following satisfaction of all sale conditions. Completion followed QDoR approval on 1 December 2021 of the transfer of the Tenements to Mayfair.

Renewal applications for ML 2785, 2786 and 2792 – with a common expiry date of 28 February 2026 – were lodged with the QDoR during previous reporting periods and passed technical assessment. The grant of the renewals is now proceeding following QDoR approval of the transfer application to Mayfair.

PROJECT LOCATION MAP



TENEMENT SCHEDULE

ORM TENEMENT LIST at 30 November 2021						
Tenement ID	Location	Registered Holder *	Status	Granted Date	Expiry Date	Area (Hectares)
TOP CAMP PROJECT - QLD						
ML 2764	SSW of Cloncurry	ORM 100%	Granted	19/01/1989	31/01/2025	103
ML 2785	SSW of Cloncurry	ORM 100%	Granted	6/02/1992	28/02/2026	129.2
ML 2786	SSW of Cloncurry	ORM 100%	Granted	15/02/1990	28/02/2026	70
ML 2792	SSW of Cloncurry	ORM 100%	Granted	6/02/1992	28/02/2026	103.5
<p>* Orion entered into a Sale of Tenements Agreement with Mayfair Corporations Group Pty Ltd on 13 July 2021 in respect of the sale and purchase of the 4 mining leases comprising the Top Camp Project. Queensland Department of Resources approved the transfer of the tenements to Mayfair on 1 December 2021 and formal completion occurred on 15 December 2021 with payment of the purchase price.</p>						

CORPORATE

Company Update

During the quarter the Company waited on QDoR processing the transfer documentation for the Top Camp Project Tenements that was lodged with them on 19 July 2021. Approval was granted on 1 December 2021 and completion occurred on 15 December 2021 with payment of the purchase price to Orion.

In the meantime, the Directors have continued to concentrate on investigating the acquisition of new assets by the Company to increase value for the benefit of all shareholders and to source new funding arrangements as alternatives to the support which has been provided as loans by Director-related shareholders over recent months. To this end, Orion has mandated professional advisors to assist and advise the Company on investment opportunities in mining or exploration assets that are in a more advanced or developed stage as well as any further capital raising that may be required by the Company to support its future activities.

In the quarter the Company prepared its half-yearly report as at 31 August 2021 which was completed and lodged with the ASX on 10 November 2021.

The Directors have decided not to pursue any transactions with Mayfair Resources Group Pty Ltd (“MRG”) in relation to the memorandum of understanding (“MoU”) signed with that company in July 2021. MRG is managed by the same management and board as Mayfair but the MoU is unrelated to the sale of the Top Camp Project.

Financial

The Company’s Quarterly Cash Flow Report (Appendix 5B) details funds flow for the most recent reporting period and cash on hand at period-end.

The Company’s financial position was further supported in the quarter by an additional loan of \$60,000 from Excellence Holdings HK Limited (“EHHK”) – a related entity of Directors Yi Yang and Feng Wu – at zero interest rate, unsecured and for no fixed term. EHHK annually provides the Company with a letter of financial support should the need for further funding arise.

Payments to related parties of the entity and their associates during the period aggregated \$18,000 and were for an executive Director’s salary and statutory superannuation.

Subsequent to period-end the Company received payment of \$500,000 from sale of the Top Camp Project tenements.

CORPORATE DIRECTORY

ORION METALS LIMITED

ASX Code: ORM

ABN: 89 096 142 737

Issued Capital as at 30 November 2021

545,097,443 shares issued & listed

374 shareholders

Top 20 shareholders

Hold 99.08% of listed shares

Largest shareholders

Excellence Holdings HK Limited 73.38%

Conglin Group / Mr Conglin Yue 19.35%

Jien Mining Pty Ltd 4.23%

Board

Mr Yi Yang – Chairman

Mr Yu Zhou – Director

Mr Feng Wu – Executive Director

Mr Bin Cai – Executive Director & CFO

Company Secretary

Mr Bill Lyne

Contact Details

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Quarterly Activities Report is authorised by the Board of Directors of Orion Metals Limited

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

ORION METALS LIMITED

ABN

89 096 142 737

Quarter ended ("current quarter")

30 NOVEMBER 2021

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 months) \$A'000
1.	Cash flows from operating activities		
1.1	Receipts from customers	8	23
1.2	Payments for		
	(a) exploration & evaluation (if expensed)	(18)	(56)
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(19)	(87)
	(e) administration and corporate costs	(63)	(154)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	-	-
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Other (provide details if material)	-	-
1.9	Net cash from / (used in) operating activities	(92)	(274)
2.	Cash flows from investing activities		
2.1	Payments to acquire:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) exploration & evaluation (if capitalised)	-	-
	(e) investments	-	-
	(f) other non-current assets	-	-

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	-	-

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	-
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	-
3.5	Proceeds from borrowings	60	210
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	Net cash from / (used in) financing activities	60	210

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	38	70
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(92)	(274)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	0	0
4.4	Net cash from / (used in) financing activities (item 3.10 above)	60	210

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 months) \$A'000
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	6	6

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	6	38
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	6	38

6. Payments to related parties of the entity and their associates

- 6.1 Aggregate amount of payments to related parties and their associates included in item 1
- 6.2 Aggregate amount of payments to related parties and their associates included in item 2

**Current quarter
\$A'000**

18

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

7. Financing facilities	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
<i>Note: the term "facility" includes all forms of financing arrangements available to the entity.</i>		
<i>Add notes as necessary for an understanding of the sources of finance available to the entity.</i>		
7.1 Loan facilities	-	-
7.2 Credit standby arrangements	-	-
7.3 Other (please specify)	275	275
7.4 Total financing facilities	275	275

7.5 Unused financing facilities available at quarter end	-
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7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.

Loans received from the following:

- Excellence Holdings HK Ltd \$125k
- Australia Cayenne Holdings Pty Ltd \$150k

All loans are at zero interest rate, unsecured and of no fixed term.

8. Estimated cash available for future operating activities	\$A'000
8.1 Net cash from / (used in) operating activities (Item 1.9)	(160)
8.2 Capitalised exploration & evaluation (Item 2.1(d))	
8.3 Total relevant outgoings (Item 8.1 + Item 8.2)	(160)
8.4 Cash and cash equivalents at quarter end (Item 4.6)	6
8.5 Unused finance facilities available at quarter end (Item 7.5)	
8.6 Total available funding (Item 8.4 + Item 8.5)	6
8.7 Estimated quarters of funding available (Item 8.6 divided by Item 8.3)	0.04

8.8 If Item 8.7 is less than 2 quarters, please provide answers to the following questions:

- Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?

Answer: Yes

- Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Answer: Yes.

- Additional funding was provided by a Director-related entity during the quarter.
- Since quarter-end \$500k proceeds from the sale of the Top Camp Project have been received.
- Also, the Company has secured a share placement, details and terms of which are being negotiated.


3. Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: Yes. The Company will be able to utilise cash from the Top Camp sale and the share placement to meet on-going operating expenses.

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date: 24 December 2021

Authorised by: 
(Bin Cai / Director)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.