



Orion Minerals

ASX/JSE RELEASE: 24 October 2022

Notice of Annual General Meeting 2022

Orion Minerals Limited (**ASX/JSE: ORN**) (**Orion** or the **Company**) advises that the following documents will be distributed to shareholders today, in relation to the Annual General Meeting to be held on Thursday 24 November 2022, at 3:00pm (AWST):

- Shareholder letter;
- Notice of Annual General Meeting (including the Explanatory Memorandum) (if requested);
- Proxy Form; and
- 2022 Annual Report (if requested).

The shareholder letter, Notice of Annual General Meeting and 2022 Annual Report are available on the Company's website at www.orionminerals.com.au.

For and on behalf of the Board.

Martin Bouwmeester
Company Secretary

ENQUIRIES

Investors

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www.orionminerals.com.au

24 October 2022

Dear Shareholder,

Notice is given that the Annual General Meeting (Meeting) of Orion Minerals Ltd (Orion) will be held as follows:

Date: Thursday, 24 November 2022
Time: 3:00pm (Australian Western Standard Time)
Venue: In person at: Clayton Utz
Level 27, QV. 1 Building
250 St Georges Terrace
Perth, Western Australia

Shareholders may also join the Meeting (and ask questions) via an online platform.

In accordance with Part 1.2AA of the Corporations Act 2001 (Cth), Orion Minerals Ltd will only dispatch hard copies of the Notice of Meeting by post to shareholders who have specifically requested a hard copy.

The full Notice of the Annual General Meeting, which sets out the Agenda, including resolutions being put to the Meeting, important voting information and an Explanatory Memorandum is being made available online, and can be viewed and downloaded online at www.orionminerals.com.au/investors/asx-jse-announcements/. Alternatively, the Notice of Meeting will also be available on Orion's ASX market announcements page (ASX: ORN).

Attendance in person

The Meeting will be held in person at Clayton Utz in Perth, Western Australia, as referred to above.

Attendance via online platform

Shareholders are also able to join the Meeting (and ask questions) via an online platform, the details of which are available at www.orionminerals.com.au, however, no real-time voting rights will apply for those Shareholders joining the Meeting via the online platform. If you wish to vote, you must complete and return a directed Appointment of Proxy form in accordance with its instructions.

Proxy lodgements

Shareholders who choose to lodge a proxy should follow the instructions on their personalised Proxy Form, which must be received by Orion's share registry, as outlined on the Proxy Form and in the Notice of Meeting. Shareholders are strongly encouraged to complete and submit their Proxy Form by using one of the methods set out in the Notice of Meeting.

Please refer to the full Notice of Meeting for further important information

Yours sincerely,

Martin Bouwmeester
Company Secretary



Orion Minerals

NOTICE OF ANNUAL GENERAL MEETING

to be held on

Thursday, 24 November 2022 at 3:00 p.m. (AWST) at

**Clayton Utz, Level 27, QV. 1 Building, 250 St Georges Terrace, Perth, Western
Australia**

and

EXPLANATORY MEMORANDUM

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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KEY DATES

Record date to determine Shareholders who are entitled to receive the Notice of Meeting	4:00 p.m. (AWST)	Tuesday, 18 October 2022
Posting of Notice of Meeting and announcement on SENS		Monday, 24 October 2022
Last day to trade for Shareholders on South African Share register in order to be entitled to vote at the Meeting	3:00 p.m. (AWST)	Thursday, 17 November 2022
Voting record date (JSE Share register)	5:00 p.m. (SA Time)	Monday, 21 November 2022
Voting record date (ASX Share register)	4:00 p.m. (AWST)	Tuesday, 22 November 2022
Deadline for lodgement of proxy forms for Meeting (ASX Share register)	3:00 p.m. (AWST)	Tuesday, 22 November 2022
Deadline for lodgement of proxy forms for Meeting (JSE Share register)	3:00 p.m. (AWST)	Monday, 21 November 2022
Annual General Meeting	3:00 p.m. (AWST) / 9:00 a.m. (SA Time)	Thursday, 24 November 2022

TIME AND PLACE OF MEETING AND HOW TO VOTE**Venue**

The Annual General Meeting of Orion Minerals Ltd (ACN 098 939 274) will be held at **3:00 p.m. (AWST) (9:00 a.m. SA Time) on Thursday, 24 November 2022 at:**

Clayton Utz
Level 27, QV. 1 Building
250 St Georges Terrace
Perth, Western Australia

Your Vote is Important

The business of the Annual General Meeting affects your shareholding and your vote is important.

In line with easing COVID-19 restrictions, the Board is pleased to welcome Shareholders back to the Meeting in person. Shareholders may also participate in the Meeting via teleconference or webcast, rather than attending in person. If you do not attend the Meeting in person, you must vote by way of Proxy in accordance with its instructions.

Details on how Shareholders may vote are set out below.

Attendance via online platform

Shareholders may join the Meeting (and ask questions) via an online platform, the details of which are available at www.orionminerals.com.au, however, no real-time voting rights will apply for those Shareholders joining the Meeting via the online platform.

If you wish to vote, you must complete and return a **directed** Appointment of Proxy form in accordance with its instructions. **ASX Proxy forms must be submitted to the Company's share registry by 3:00 p.m. (AWST), on Tuesday 22 November 2022 online or by post and JSE proxy forms must be submitted to the Company's share registry by 3:00 p.m. (AWST), on Monday 21 November 2022 by email or post** (see "Voting by Proxy and Corporate Representatives" below). Shareholders can lodge a proxy by following the instructions on their personalised proxy form.

Details on how to access the conference call will be available on the Company's website, www.orionminerals.com.au.

Voting in Person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting by Proxy and Corporate Representatives

To vote by proxy, your ASX Proxy Form must be received by the Company by no later than **3:00 p.m. (AWST) on Tuesday 22 November 2022** and your JSE Proxy Form must be received by the Company by no later than **3:00 p.m. (AWST) on Monday 21 November 2022**. Proxy Forms can be lodged:

By mail:	Link Market Services Limited Locked Bag A14 Sydney South NSW 1235	JSE Investor Services (Pty) Ltd PO Box 4844 Johannesburg, 2000
By mobile device:	Shareholders may submit their ASX Proxy Form by scanning the QR code provided in the Proxy Form or enter the link www.linkmarketservices.com.au into a mobile device. Log in using the Security Reference Number (SRN) or Holder Identification Number (HIN) and postcode for the shareholding. To scan the code, shareholders will need a QR code reader application which can be downloaded for free on a mobile device.	Not applicable.
By facsimile:	(+61 2) 9287 0309	Not applicable.
By email:	Not applicable.	meetfax@jseinvestorservices.co.za
Online:	Shareholders may submit their ASX proxy instruction online on the Company's Share Registry by visiting www.linkmarketservices.com.au . Login to the Link website using the holding details as shown on the ASX Proxy Form. Select 'Voting' and follow the prompts to Lodge your Proxy. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).	Not applicable.
By hand:	Link Market Services Limited* Level 12, 680 George Street Sydney NSW 2000	JSE Investor Services (Pty) Ltd** 19 Ameshoff Street Braamfontein, 2001

** during business hours (Monday to Friday, 9:00 a.m. - 5:00 p.m. SA

* during business hours Monday to Friday (9:00 a.m. - 5:00 p.m. Sydney time), subject to public health orders and restrictions.

time), subject to public health orders and restrictions.

A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy, who need not be a Shareholder of the Company. A proxy may be an individual or a body corporate. If a Shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and their appointment does not specify the proportion or number of the Shareholder's votes the proxy may exercise, each proxy may exercise one half of the Shareholder's votes. If a Shareholder appoints two proxies, neither may vote on a show of hands.

Shareholders and their proxies should be aware that if proxy holders vote, they must cast all directed proxies as directed, and any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

The proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act.

The proxy form and the power of attorney (if any) under which it is signed (or a certified copy of it) must be received at the Company's Share Registry **at least 48 hours before the commencement of the Annual General Meeting or any adjournment of that Meeting.**

If a representative of a corporate Shareholder or a corporate proxy is to attend the Meeting pursuant to section 250D of the Corporations Act, a certificate of appointment of the representative must be produced prior to the admission to the Meeting. A form of certificate of appointment can be obtained from the Company's registered office.

Voting Entitlements

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that the shareholding of each Shareholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the ASX Share register at **4:00 p.m. (AWST) on Tuesday 22 November 2022** or in the JSE Share register at **5:00 p.m. (SA Time) on Monday 21 November 2022.**

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the Shareholders of Orion Minerals Ltd (**Company** or **Orion**) will be held at Clayton Utz, Level 27, QV. 1 Building, 250 St Georges Terrace, Perth, Western Australia on Thursday, 24 November 2022 commencing at 3:00 p.m. (AWST).

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice of Meeting.

Agenda

Financial Statements and Reports – Year Ended 30 June 2022 (no resolution required)

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022 together with the Directors' report and the auditor's report.

Resolution 1 - Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2022 be adopted."

Voting Prohibition Statement: A vote on this Resolution 1 must not be, and the Company will disregard any vote that is, cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution 1; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution 1; and
 - (ii) expressly authorises the Chair to exercise the proxy even if this Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2 – Re-election of Mr Alexander Haller

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 14.2 of the Constitution and for all other purposes, Mr Alexander Haller, a Director who retires by rotation, and being eligible, is re-elected as a Director."

Resolution 3 – Re-election of Mr Denis Waddell

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 14.2 of the Constitution and for all other purposes, Mr Denis Waddell, a Director who retires by rotation, and being eligible, is re-elected as a Director."

Resolution 4 – Approval to Issue Shares in lieu of director fees – Mr Denis Waddell (or nominee)

To consider and, if **thought** fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to a total of 1,562,500 Shares at a deemed issue price of \$0.02 per Share to Mr Denis Waddell (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of Mr Denis Waddell (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares in the Company) and any of their Associates. However, this does not apply to a vote if it is cast in favour of this Resolution 4 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution 4, in accordance with the directions given to the proxy or attorney to vote on this Resolution 4 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution 4, in accordance with a direction given to the Chair to vote as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution 4; and

- (ii) the holder votes on this Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote on this Resolution 4 must not be, and the Company will disregard any vote that is, cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution 4 as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution 4; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution 4; and
 - (ii) expressly authorises the Chair to exercise the proxy even if this Resolution 4 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 5 – Approval to Issue Shares in lieu of director fees – Mr Alexander Haller (or nominee)

To consider and, if **thought** fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to a total of 1,250,000 Shares at a deemed issue price of \$0.02 per Share to Mr Alexander Haller (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of Mr Alexander Haller (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares in the Company) and any of their Associates. However, this does not apply to a vote if it is cast in favour of this Resolution 5 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution 5, in accordance with the directions given to the proxy or attorney to vote on this Resolution 5 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution 5, in accordance with a direction given to the Chair to vote as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution 5; and
 - (ii) the holder votes on this Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote on this Resolution 5 must not be, and the Company will disregard any vote that is, cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution 5 as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution 5; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution 5; and
 - (ii) expressly authorises the Chair to exercise the proxy even if this Resolution 5 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 6 – Approval to Issue Shares in lieu of director fees – Mr Mark Palmer (or nominee)

To consider and, if **thought** fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to a total of 1,250,000 Shares at a deemed issue price of \$0.02 per Share to Mr Mark Palmer (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of Mr Mark Palmer (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares in the Company) and any of their Associates. However, this does not apply to a vote if it is cast in favour of this Resolution 6 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution 6, in accordance with the directions given to the proxy or attorney to vote on this Resolution 6 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution 6, in accordance with a direction given to the Chair to vote as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution 6; and
 - (ii) the holder votes on this Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote on this Resolution 6 must not be, and the Company will disregard any vote that is, cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution 6 as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution 6; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution 6; and
 - (ii) expressly authorises the Chair to exercise the proxy even if this Resolution 6 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 7 – Approval to Issue Shares in lieu of director fees – Mr Thomas Borman (or nominee)

To consider and, if **thought** fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to a total of 1,250,000 Shares at a deemed issue price of \$0.02 per Share to Mr Thomas Borman (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 7 by or on behalf of Mr Thomas Borman (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares in the Company) and any of their Associates. However, this does not apply to a vote if it is cast in favour of this Resolution 7 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution 7, in accordance with the directions given to the proxy or attorney to vote on this Resolution 7 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution 7, in accordance with a direction given to the Chair to vote as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution 7; and
 - (ii) the holder votes on this Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote on this Resolution 7 must not be, and the Company will disregard any vote that is, cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution 7 as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution 7; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution 7; and
 - (ii) expressly authorises the Chair to exercise the proxy even if this Resolution 7 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 8 – Approval to Issue Shares in lieu of director fees – Mr Godfrey Gomwe (or nominee)

To consider and, if **thought** fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to a total of 1,250,000 Shares at a deemed issue price of \$0.02 per Share to Mr Godfrey Gomwe (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 8 by or on behalf of Mr Godfrey Gomwe (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares in the Company) and any of their Associates. However, this does not apply to a vote if it is cast in favour of this Resolution 8 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution 8, in accordance with the directions given to the proxy or attorney to vote on this Resolution 8 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution 8, in accordance with a direction given to the Chair to vote as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution 8; and
 - (ii) the holder votes on this Resolution 8 in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote on this Resolution 8 must not be, and the Company will disregard any vote that is, cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution 8 as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution 8; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution 8; and
 - (ii) expressly authorises the Chair to exercise the proxy even if this Resolution 8 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

DATED: 24 October 2022

By Order of the Board



Martin Bouwmeester
Company Secretary

Explanatory Memorandum to accompany Notice of Annual General Meeting

This Explanatory Memorandum has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting.

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Financial Statements and Reports

The Corporations Act requires the financial report, directors' report and auditor's report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to vote on, approve or adopt these reports. Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on these reports and on the management of the Company.

The auditor of the Company is required to attend the Annual General Meeting and will be available to take Shareholders' questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Prior to the meeting, Shareholders may also forward written questions to the auditor about the conduct of the audit and the content of the auditor's report. These should be emailed to info@orionminerals.com.au or mailed to the Company Secretary, PO Box 260, Collins Street West, Victoria, 8007 and may be submitted up to 5 Business Days before the Annual General Meeting. The Company is required by law to forward all questions to the auditor and the auditor is required to prepare a list of questions that the auditor considers are relevant to the conduct of the audit and the content of the auditor's report. The auditor may omit questions that are the same in substance to other questions and questions that are not received by the auditor in a timely manner. At the meeting, the Chairman will give the auditor a reasonable opportunity to answer in response to the list of questions. The list of questions, as prepared by the auditor, will be available on the Company's website, www.orionminerals.com.au, prior to the meeting. In addition, copies of the list of questions will be available at the meeting.

In accordance with the Corporations Act, the Company will not be providing Shareholders with a hard copy of the Company's annual financial report unless specifically requested to do so. Shareholders may view the Company's annual financial report on its website at www.orionminerals.com.au.

Resolution 1 - Remuneration Report

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year.

A reasonable opportunity will be provided for Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

Voting consequences

If, at two consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company within 90 days of the second annual general meeting (**Spill Resolution**).

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

At the Spill Meeting, all of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

Previous voting results

At the Company's previous Annual General Meeting, the votes cast against the remuneration report considered at that meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for the 2022 Annual General Meeting.

Directors' recommendation and voting intentions

The Board considers that the Company's remuneration policies are structured to provide rewards based on performance and are competitive with those in the markets in which it operates. On that basis, and with each Director acknowledging their personal interest in the resolution, the Board recommends that Shareholders vote in favour of Resolution 1.

Voting intention

The Chairman of the Annual General Meeting intends to vote all available undirected proxies in favour of Resolution 1.

Resolution 2 – Re-election of Mr Alexander Haller

Clause 14.2 of the Constitution requires that one third of the Company's Directors (or the number nearest one-third, rounded upwards in case of doubt) must retire at each Annual General Meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third Annual General Meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. The Director who has been longest in office since his or her last election is ordinarily required to retire by rotation. However, as between persons who became Directors on the same day, the Director to retire must be determined by lot unless they otherwise agreed among themselves.

The Company currently has five Directors (excluding the Managing Director) and Mr Thomas Borman and Mr Alexander Haller were re-elected on the same day and therefore have held office for the same period of time. The Directors have determined by agreement that Mr Alexander Haller will retire by rotation in accordance with clause 14.2 of the Constitution.

A Director who retires by rotation under clause 14.2 of the Constitution is eligible for re-election. Mr Haller retires by rotation and offers himself for re-election. He was initially appointed a Director on 27 February 2009, has continuously served as a Director since his appointment and was last re-elected on 20 November 2020. Mr Haller is considered an independent director.

Refer to the Company's full year statutory accounts announced to the ASX on 27 September 2022 for Mr Haller's biographical details.

Directors' recommendation and voting intentions

The Directors other than Mr Haller recommend that Shareholders vote in favour of Resolution 2. Each Director intends to vote the Shares they control in favour of Resolution 2. Mr Haller makes no recommendation.

Voting intention

The Chairman of the Annual General Meeting intends to vote all available undirected proxies in favour of Resolution 2.

Resolution 3 – Re-election of Mr Denis Waddell

Clause 14.2 of the Constitution requires that one third of the Company's Directors (or the number nearest one-third, rounded upwards in case of doubt) must retire at each Annual General Meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third Annual General Meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

Mr Denis Waddell was last re-elected at the Company's 2019 Annual General Meeting and as such, is retiring in accordance with clause 14.2 of the Constitution.

A Director who retires by rotation under clause 14.2 of the Constitution is eligible for re-election. Mr Waddell retires by rotation and offers himself for re-election. He was initially appointed a Director on 27 February 2009, has continuously served as a Director since his appointment and was last re-elected on 28 November 2019. Mr Waddell is not considered an independent director as he provides consulting services to the Company totalling approximately 8 days per month.

Refer to the Company's full year statutory accounts announced to the ASX on 27 September 2022 for Mr Waddell's biographical details.

Directors' recommendation and voting intentions

The Directors other than Mr Waddell recommend that Shareholders vote in favour of Resolution 3. Each Director intends to vote the Shares they control in favour of Resolution 3. Mr Waddell makes no recommendation.

Voting intention

The Chairman of the Annual General Meeting intends to vote all available undirected proxies in favour of Resolution 3.

Background to Resolution 4 to 8 – Approval to issue Shares in lieu of director fees

Resolutions 4, 5, 6, 7 and 8 seek Shareholder approval for the issue of Shares to five Directors (or their nominees) in lieu of cash fees for their services as Directors of the Company.

In order to preserve the Company's cash reserves, each of the Company's Non-Executive Directors, Mr Denis Waddell, Mr Alexander Haller, Mr Mark Palmer, Mr Thomas Borman and Mr Godfrey Gomwe, have agreed, subject to Shareholder approval, to receive their Director fees in Shares (**Director Fees Shares**) in lieu of cash on the terms and conditions set out below. No cash payments by way of Director fees have been made or will be made, to the above mentioned Directors for the period 1 July 2022 until 31 December 2022 (1 August 2022 until 31 December 2022 for Mr Waddell).

The deemed issue price at which the Director Fees Shares will be issued (subject to Shareholder approval) will be \$0.02, the same price as the Shares issued under the capital raising and share purchase plan announced on 22 June 2022. The number of Director Fees Shares to be issued to each Non-Executive Director has been calculated by dividing the value of the Director fees payable to that Director by the deemed issue price of \$0.02.

If Shareholders do not approve the issue of Director Fees Shares, the Company will not be able to proceed with the issue and the outstanding Director's fees will remain a liability of the Company and be payable in cash at a future date.

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

One such exception set out in section 210 of the Corporations Act provides that Shareholder approval is not needed to give a financial benefit on terms that would be reasonable in the circumstances if the Company and the Directors were transacting at arm's length.

Another such exception set out in section 211 of the Corporation Act provides that Shareholder approval is not needed to give a financial benefit if that benefit is remuneration paid to the Directors in their capacity as Directors or employees of the Company and that is reasonable in the circumstances.

The proposed issue of Director Fees Shares constitutes the giving a financial benefit and Mr Denis Waddell, Mr Alexander Haller, Mr Mark Palmer, Mr Thomas Borman and Mr Godfrey Gomwe are related parties of the Company by virtue of being Directors.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the issue of Director Fees Shares in lieu of Directors' fees involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Separate approval under ASX Listing Rule 7.1 is not required for the proposed issue of Director Fees Shares to the Directors (or their nominees) if Shareholder approval is received under ASX Listing Rule 10.11. Accordingly, if Resolutions 4 to 8 are passed, the issue of Director Fees Shares to the Directors (or their nominees) will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

Resolution 4 - Approval to issue Shares in lieu of director fees - Mr Denis Waddell (or nominee)

The Company proposes to issue 1,562,500 Shares to Mr Waddell at a deemed issue price of \$0.02 per Share in lieu of cash fees of \$31,250. The deemed issue price represents the same price as the Shares issued under the capital raising and share purchase plan announced on 22 June 2022.

A summary of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act are provided above.

As a Director of the Company Mr Waddell is a related party for the purposes of ASX Listing Rule 10.11. Accordingly, Shareholder approval is sought pursuant to ASX Listing Rule 10.11 for the proposed issue of Director Fees Shares to Mr Waddell (or his nominee).

The Directors (other than Mr Waddell who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Director Fees Shares to Mr Waddell because the agreement to issue the Shares in lieu of his Director's fees is considered reasonable remuneration in the circumstances.

Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Director Fees Shares to Mr Denis Waddell:

- (a) the Director Fees Shares will be issued under ASX Listing Rule 10.11.1 to Mr Denis Waddell (or his nominee), who is a related party by virtue of being a Director;
- (b) the maximum number of Director Fees Shares proposed to be granted to Mr Denis Waddell is 1,562,500 Shares;
- (c) subject to Shareholder approval, the Director Fees Shares are intended to be issued to Mr Denis Waddell on or around 25 November 2022, but will be issued no later than 1 month after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the Director Fees Shares are being issued in lieu of Director fees which are otherwise payable to Mr Denis Waddell in respect of the period from 1 August 2022 to 31 December 2022. As such, the Shares will be issued for nil cash consideration, and accordingly no funds will be raised from the issue of the Shares. The Director Fees Shares will be issued at the deemed price of \$0.02 per Director Fees Share;
- (e) the Director Fees Shares are being issued to Mr Denis Waddell in lieu of Director fees which are otherwise payable to Mr Denis Waddell, and the purpose of the issue of the Director Fees Shares is to preserve the cash reserves of the Company, which may be used in the operation of the Company's business;

- (f) the details of Mr Denis Waddell's current total remuneration package with the Company are as follows:

Director	Director's Fees (incl. Super)	Securities-based payments	Total Financial Benefit
Denis Waddell	\$72,500	\$Nil	\$72,500

- (g) the Director Fees Shares are not being issued under any written agreement; and
(h) a voting exclusion statement is included with the Resolution.

Directors' recommendation and voting intentions

The Directors (other than Mr Denis Waddell) recommend that Shareholders vote in favour of Resolution 4. Each Director (other than Mr Denis Waddell) intends to vote the Shares they control in favour of Resolution 4.

Voting intention

The Chairman of the Annual General Meeting intends to vote all available undirected proxies in favour of Resolution 4.

Resolution 5 - Approval to issue Shares in lieu of director fees – Mr Alexander Haller (or nominee)

The Company proposes to issue 1,250,000 Shares to Mr Haller at a deemed issue price of \$0.02 per Share in lieu of cash fees of \$25,000. The deemed issue price represents the same price as the Shares issued under the capital raising and share purchase plan announced on 22 June 2022.

A summary of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act are provided above.

As a Director of the Company Mr Haller is a related party for the purposes of ASX Listing Rule 10.11. Accordingly, Shareholder approval is sought pursuant to ASX Listing Rule 10.11 for the proposed issue of Director Fees Shares to Mr Haller (or his nominee).

The Directors (other than Mr Haller who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Director Fees Shares to Mr Haller because the agreement to issue the Shares in lieu of his Director's fees is considered reasonable remuneration in the circumstances.

Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Director Fees Shares to Mr Alexander Haller:

- (a) the Director Fees Shares will be issued under ASX Listing Rule 10.11.1 to Mr Alexander Haller (or his nominee), who is a related party by virtue of being a Director;
- (b) the maximum number of Director Fees Shares proposed to be granted to Mr Alexander Haller is 1,250,000 Shares;
- (c) subject to Shareholder approval, the Director Fees Shares are intended to be issued to Mr Alexander Haller on or around 25 November 2022, but will be issued no later than 1 month after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the Director Fees Shares are being issued in lieu of Director fees which are otherwise payable to Mr Alexander Haller in respect of the period from 1 July 2022 to 31 December 2022. As such, the Shares will be issued for nil cash consideration, and accordingly no funds will be raised from the issue of the Shares. The Director Fees Shares will be issued at the deemed price of \$0.02 per Director Fees Share;
- (e) the Director Fees Shares are being issued to Mr Alexander Haller in lieu of Director fees which are otherwise payable to Mr Alexander Haller, and the purpose of the issue of the Director Fees Shares is to preserve the cash reserves of the Company, which may be used in the operation of the Company's business;
- (f) the details of Mr Alexander Haller's current total remuneration package with the Company are as follows:

Director	Director's Fees	Securities-based payments	Total Financial Benefit
Alexander Haller	\$50,000	\$Nil	\$50,000

- (g) the Director Fees Shares are not being issued under any written agreement; and
(h) a voting exclusion statement is included with the Resolution.

Directors' recommendation and voting intentions

The Directors (other than Mr Alexander Haller) recommend that Shareholders vote in favour of Resolution 5. Each Director (other than Mr Alexander Haller) intends to vote the Shares they control in favour of Resolution 5.

Voting intention

The Chairman of the Annual General Meeting intends to vote all available undirected proxies in favour of Resolution 5.

Resolution 6 - Approval to issue Shares in lieu of director fees – Mr Mark Palmer (or nominee)

The Company proposes to issue 1,250,000 Shares to Mr Palmer at a deemed issue price of \$0.02 per Share in lieu of cash fees of \$25,000. The deemed issue price represents the same price as the Shares issued under the capital raising and share purchase plan announced on 22 June 2022.

A summary of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act are provided above.

As a Director of the Company Mr Palmer is a related party for the purposes of ASX Listing Rule 10.11. Accordingly, Shareholder approval is sought pursuant to ASX Listing Rule 10.11 for the proposed issue of Director Fees Shares to Mr Palmer (or his nominee).

The Directors (other than Mr Palmer who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Director Fees Shares to Mr Palmer because the agreement to issue the Shares in lieu of his Director's fees is considered reasonable remuneration in the circumstances.

Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Director Fees Shares to Mr Mark Palmer:

- (a) the Director Fees Shares will be issued under ASX Listing Rule 10.11.1 to Mr Mark Palmer (or his nominee), who is a related party by virtue of being a Director;
- (b) the maximum number of Director Fees Shares proposed to be granted to Mr Mark Palmer is 1,250,000 Shares;
- (c) subject to Shareholder approval, the Director Fees Shares are intended to be issued to Mr Mark Palmer on or around 25 November 2022, but will be issued no later than 1 month after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the Director Fees Shares are being issued in lieu of Director fees which are otherwise payable to Mr Mark Palmer in respect of the period from 1 July 2022 to 31 December 2022. As such, the Shares will be issued for nil cash consideration, and accordingly no funds will be raised from the issue of the Shares. The Director Fees Shares will be issued at the deemed price of \$0.02 per Director Fees Share;
- (e) the Director Fees Shares are being issued to Mr Mark Palmer in lieu of Director fees which are otherwise payable to Mr Mark Palmer, and the purpose of the issue of the Director Fees Shares is to preserve the cash reserves of the Company, which may be used in the operation of the Company's business;
- (f) the details of Mr Mark Palmer's current total remuneration package with the Company are as follows:

Director	Director's Fees	Securities-based payments	Total Financial Benefit
Mark Palmer	\$50,000	\$Nil	\$50,000

- (g) the Director Fees Shares are not being issued under any written agreement; and
- (h) a voting exclusion statement is included with the Resolution.

Directors' recommendation and voting intentions

The Directors (other than Mr Mark Palmer) recommend that Shareholders vote in favour of Resolution 6. Each Director (other than Mr Mark Palmer) intends to vote the Shares they control in favour of Resolution 6.

Voting intention

The Chairman of the Annual General Meeting intends to vote all available undirected proxies in favour of Resolution 6.

Resolution 7 - Approval to issue Shares in lieu of director fees – Mr Thomas Borman (or nominee)

The Company proposes to issue 1,250,000 Shares to Mr Borman at a deemed issue price of \$0.02 per Share in lieu of cash fees of \$25,000. The deemed issue price represents the same price as the Shares issued under the capital raising and share purchase plan announced on 22 June 2022.

A summary of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act are provided above.

As a Director of the Company Mr Borman is a related party for the purposes of ASX Listing Rule 10.11. Accordingly, Shareholder approval is sought pursuant to ASX Listing Rule 10.11 for the proposed issue of Director Fees Shares to Mr Borman (or his nominee).

The Directors (other than Mr Borman who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Director Fees Shares to Mr Borman because the agreement to issue the Shares in lieu of his Director's fees is considered reasonable remuneration in the circumstances.

Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Director Fees Shares to Mr Thomas Borman:

- (a) the Director Fees Shares will be issued under ASX Listing Rule 10.11.1 to Mr Thomas Borman (or his nominee), who is a related party by virtue of being a Director;
- (b) the maximum number of Director Fees Shares proposed to be granted to Mr Thomas Borman is 1,250,000 Shares;
- (c) subject to Shareholder approval, the Director Fees Shares are intended to be issued to Mr Thomas Borman on or around 25 November 2022, but will be issued no later than 1 month after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the Director Fees Shares are being issued in lieu of Director fees which are otherwise payable to Mr Thomas Borman in respect of the period from 1 July 2022 to 31 December 2022. As such, the Shares will be issued for nil cash

consideration, and accordingly no funds will be raised from the issue of the Shares. The Director Fees Shares will be issued at the deemed price of \$0.02 per Director Fees Share;

- (e) the Director Fees Shares are being issued to Mr Thomas Borman in lieu of Director fees which are otherwise payable to Mr Thomas Borman, and the purpose of the issue of the Director Fees Shares is to preserve the cash reserves of the Company, which may be used in the operation of the Company's business;
- (f) the details of Mr Thomas Borman's current total remuneration package with the Company are as follows:

Director	Director's Fees	Securities-based payments	Total Financial Benefit
Thomas Borman	\$50,000	\$Nil	\$50,000

- (g) the Director Fees Shares are not being issued under any written agreement; and
- (h) a voting exclusion statement is included with the Resolution.

Directors' recommendation and voting intentions

The Directors (other than Mr Thomas Borman) recommend that Shareholders vote in favour of Resolution 7. Each Director (other than Mr Thomas Borman) intends to vote the Shares they control in favour of Resolution 7.

Voting intention

The Chairman of the Annual General Meeting intends to vote all available undirected proxies in favour of Resolution 7.

Resolution 8 - Approval to issue Shares in lieu of director fees – Mr Godfrey Gomwe (or nominee)

The Company proposes to issue 1,250,000 Shares to Mr Gomwe at a deemed issue price of \$0.02 per Share in lieu of cash fees of \$25,000. The deemed issue price represents the same price as the Shares issued under the capital raising and share purchase plan announced on 22 June 2022.

A summary of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act are provided above.

As a Director of the Company Mr Gomwe is a related party for the purposes of ASX Listing Rule 10.11. Accordingly, Shareholder approval is sought pursuant to ASX Listing Rule 10.11 for the proposed issue of Director Fees Shares to Mr Gomwe (or his nominee).

The Directors (other than Mr Gomwe who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Director Fees Shares to Mr Gomwe because the agreement to issue the Shares in lieu of his Director's fees is considered reasonable remuneration in the circumstances.

Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Director Fees Shares to Mr Godfrey Gomwe:

- (a) the Director Fees Shares will be issued under ASX Listing Rule 10.11.1 to Mr Godfrey Gomwe (or his nominee), who is a related party by virtue of being a Director;
- (b) the maximum number of Director Fees Shares proposed to be granted to Mr Godfrey Gomwe is 1,250,000 Shares;
- (c) subject to Shareholder approval, the Director Fees Shares are intended to be issued to Mr Godfrey Gomwe on or around 25 November 2022, but will be issued no later than 1 month after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the Director Fees Shares are being issued in lieu of Director fees which are otherwise payable to Mr Godfrey Gomwe in respect of the period from 1 July 2022 to 31 December 2022. As such, the Shares will be issued for nil cash consideration, and accordingly no funds will be raised from the issue of the Shares. The Director Fees Shares will be issued at the deemed price of \$0.02 per Director Fees Share;
- (e) the Director Fees Shares are being issued to Mr Godfrey Gomwe in lieu of Director fees which are otherwise payable to Mr Godfrey Gomwe, and the purpose of the issue of the Director Fees Shares is to preserve the cash reserves of the Company, which may be used in the operation of the Company's business;
- (f) the details of Mr Godfrey Gomwe's current total remuneration package with the Company are as follows:

Director	Director's Fees	Securities-based payments	Total Financial Benefit
Godfrey Gomwe	\$50,000	\$Nil	\$50,000

- (g) the Director Fees Shares are not being issued under any written agreement; and
- (h) a voting exclusion statement is included with the Resolution.

Directors' recommendation and voting intentions

The Directors (other than Mr Godfrey Gomwe) recommend that Shareholders vote in favour of Resolution 8. Each Director (other than Mr Godfrey Gomwe) intends to vote the Shares they control in favour of Resolution 8.

Voting intention

The Chairman of the Annual General Meeting intends to vote all available undirected proxies in favour of Resolution 8.

Glossary

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

Associate has the meaning given in the ASX Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

AUD means Australian dollar.

AWST means Australian Western Standard Time.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair or Chairman means the chairperson of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company or **Orion** means Orion Minerals Ltd (ACN 098 939 274).

Constitution means the Company's constitution, as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

JSE means the Johannesburg Stock Exchange.

Key Management Personnel means those people who have authority and responsibility for planning, directing and controlling the activities of the Company or the Company's group, whether directly or indirectly. Members of the Key Management Personnel include Directors (both executive and non-executive) and certain senior executives.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2022.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

SA Time means South African time.

SENS means the JSE news service.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a member of the Company from time to time.

Share Registry means Link Market Services Limited or JSE Investor Services (Pty) Ltd (as applicable).

ZAR means South African Rand.

LODGE YOUR PROXY FORM

- ONLINE**
<https://investorcentre.linkgroup.com>
- BY MOBILE DEVICE**
As per instructions on reverse of this Proxy Form.
- BY MAIL**
Orion Minerals Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
- BY FAX**
+61 2 9287 0309
- BY HAND**
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000
- ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Orion Minerals Ltd (**Company**) and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3:00pm (AWST) on Thursday, 24 November 2022 at Clayton Utz, Level 27, QV. 1 Building, 250 St Georges Terrace, Perth, Western Australia (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 4, 5, 6, 7 & 8: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, by completing and submitting this Proxy Form, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4, 5, 6, 7 & 8, as the Chairman decides, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval to issue Shares in lieu of director fees – Mr Alexander Haller (or nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Alexander Haller	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval to issue Shares in lieu of director fees – Mr Mark Palmer (or nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Denis Waddell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval to issue Shares in lieu of director fees – Mr Thomas Borman (or nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue Shares in lieu of director fees – Mr Denis Waddell (or nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval to issue Shares in lieu of director fees – Mr Godfrey Gomwe (or nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i * If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

To be valid, this form must be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

ORN PRX2202C

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company. If your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted as the Chairman sees fit, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses subject to any voting restrictions that apply to the proxy. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

VOTING EXCLUSIONS

Voting exclusions apply to Resolutions 1, 4, 5, 6, 7 & 8, as set out in the Notice of Meeting. The Chairman of the Meeting intends to vote all available undirected proxies in favour of these Resolutions.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm (AWST) on Tuesday, 22 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to Lodge your Proxy. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Orion Minerals Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**