

ANNOUNCEMENT TO THE AUSTRALIAN SECURITIES EXCHANGE

Solstice Minerals Offer Opens

OreCorp Limited (**OreCorp** or the **Company**) is pleased to confirm that the Pro Rata Priority Offer being made under the Prospectus dated 14 March 2022 issued by Solstice Minerals Limited (**Solstice Minerals**) is now open. The Pro Rata Priority Offer closes at 5:00pm (AWST) on 31 March 2022. The Shortall Offer has also opened and will close at 5:00pm (AWST) on 5 April 2022.

The attached letter will be dispatched to eligible OreCorp shareholders today, each of which will include a unique priority code giving the shareholder online access to the Prospectus and their personalised Entitlement and Acceptance Form. In order to avoid any potential delays with postage of Entitlement and Acceptance Forms, eligible OreCorp shareholders are strongly encouraged to submit their Entitlement and Acceptance Form using the website link provided in the letter.

Personalised Entitlement and Acceptance Forms can also be accessed via Automic's Investor Portal by following the instructions below:

1. Go to <https://investor.automic.com.au/#/loginsah>
2. Type "**Solstice Minerals Limited**" or "**SLS**" in the Company field
3. Enter your **OreCorp HIN/SRN** and **postcode**
4. Tick the "**I'm not a robot**" box and click "**access**"
5. Go to "**Documents and Statements**"
6. Go to "**Other Documents**"
7. Click on the blue arrow next to your application form to download

Should you have any questions, please contact the Company Secretary by email at CoSec@solsticeminerals.com.au or by telephone on +61 8 9381 9997 between 8:30am and 5:00pm AWST, Monday to Friday, excluding public holidays.

Authorised for release on behalf of the Company by:

Matthew Yates
CEO & Managing Director
+61 89381 9997



ASX RELEASE:

22 March 2022

ASX CODE:

Shares: ORR

BOARD:

Craig Williams
Non-Executive Chairman

Matthew Yates
CEO & Managing Director

Alastair Morrison
Non-Executive Director

Mike Klessens
Non-Executive Director

Robert Rigo
Non-Executive Director

Jessica O'Hara
Company Secretary

ISSUED CAPITAL:

Shares: 397.8 million
Unlisted Options:
6.3 million
Unlisted Performance Rights:
2.1 million

ABOUT ORECORP:

OreCorp Limited is a Western Australian based mineral company focussed on the Nyanzaga Gold Project in Tanzania and the Eastern Goldfields in Western Australia.



22 March 2022

Dear Shareholder

SOLSTICE MINERALS LIMITED – PRO RATA PRIORITY OFFER

OreCorp Limited (**OreCorp** or the **Company**) is pleased to provide an update on the proposed demerger and listing of its wholly-owned subsidiary, Solstice Minerals Limited (**Solstice Minerals**) on the Australian Securities Exchange by way of an initial public offering (**Solstice Minerals IPO**).

Demerger

As previously announced, OreCorp is proposing to seek shareholder approval for the demerger of Solstice Minerals, to occur by way of a capital reduction and in-specie distribution (**Demerger**). Solstice Minerals holds the Company's interests in the Western Australian exploration assets.

Once implemented, the Demerger will result in the in-specie distribution of 40,000,000 fully paid ordinary shares in Solstice Minerals (**Shares**) (being 100% of the issued share capital of Solstice Minerals) to eligible OreCorp shareholders, being OreCorp shareholders with a registered address in Australia, New Zealand or any other jurisdiction as determined by the Board, as at the in-specie distribution record date of 13 April 2022, pro rata to their shareholdings in OreCorp.

The Demerger is conditional upon receipt of OreCorp shareholder approval at the general meeting of shareholders on 7 April 2022. Refer to the Company's Notice of General Meeting released on 8 March 2022 for further details with respect to the Demerger.

Solstice Minerals IPO

Solstice Minerals lodged its IPO Prospectus with the Australian Securities & Investments Commission on 14 March 2022 (**Prospectus**). The Prospectus contains a pro rata priority offer of a minimum of 25,000,000 and up to 60,000,000 Shares at an issue price of \$0.20 per Share, with one free attaching listed option (**Listed Option**) for every 4 Shares subscribed for, to raise a minimum of \$5,000,000 and up to \$12,000,000 (before costs) to eligible shareholders of OreCorp, being those OreCorp shareholders with a registered address in Australia, New Zealand or any other jurisdiction determined by the Board, as at 5.00pm (AWST) on 17 March 2022 (**Eligible OreCorp Shareholders**), (**Pro Rata Priority Offer**).

Solstice Minerals is offering Eligible OreCorp Shareholders the opportunity to apply for Shares under the Pro Rata Priority Offer. Any Shares not subscribed for under the Pro Rata Priority Offer will be offered to Eligible OreCorp Shareholders and new investors under the shortfall offer (**Shortfall Offer**, together with the Pro Rata Priority Offer, the **Offer**).

Entitlement and Acceptance Form

The Pro Rata Priority Offer opens on **22 March 2022** and, subject to the important notice at the end of this letter, Eligible OreCorp Shareholders are entitled to submit their personalised Entitlement and Acceptance Forms to participate in the Pro Rata Priority Offer. In addition, if an Eligible OreCorp Shareholder wishes to apply for Shares in excess of their entitlement by applying for Shares under the Shortfall Offer (**Shortfall Shares**), they may complete the relevant section of the personalised Entitlement and Acceptance Form in accordance with the instructions on the Form, including the number of Shortfall Shares they wish to apply for. Please note there is no guarantee that Eligible OreCorp Shareholders will be allocated the Shortfall Shares applied for under the Shortfall Offer.

As an Eligible OreCorp Shareholder, you may obtain a copy of the Prospectus and apply to participate in the Offer online by going to the website link below and entering your postcode and your unique priority code:

Website Link	https://investor.automic.com.au/#/ipo/solsticemineralspriority
Your unique priority code	<<Unique Priority Access Code>>
Entitlement	<<Entitlement & Payment Amount>>

In order to participate in the Offer, you should use your priority code to login, review the electronic Prospectus, submit an Entitlement and Acceptance Form and pay your application monies by BPAY® or EFT by 5:00pm (AWST) on the Pro Rata Priority Offer Closing Date, being **31 March 2022**.

Alternatively, you can contact the share registry on 1300 288 664 (within Australia), +61 (2) 9698 5414 (outside Australia) or email corporate.actions@automic.com.au and request that a personalised Entitlement and Acceptance Form and a copy of the Prospectus be provided to you directly.

In order to avoid any potential delays with postage of Entitlement and Acceptance Forms, you are strongly encouraged to submit your Entitlement and Acceptance Form using the website link provided in the table above.

The Offer may be closed at an earlier date and time at the discretion of the Solstice Minerals Board, without prior notice. You are therefore encouraged to submit your Entitlement and Acceptance Form and your application monies as early as possible. However, Solstice Minerals also reserves the right to extend the Offer or accept late applications.

Before deciding whether to invest in Solstice Minerals, investors should read the Prospectus in its entirety and consider the risk factors set out in Section 6 of the Prospectus. Should you have any questions, please contact the Company Secretary by email at CoSec@solsticeminerals.com.au or by telephone on +61 8 9381 9997 between 8:30am and 5:00pm AWST, Monday to Friday, excluding public holidays.

Yours faithfully



Matthew Yates
CEO & Managing Director

IMPORTANT NOTICE REGARDING ELECTRONIC PROSPECTUS

As stated in the letter above a copy of the Prospectus can be downloaded from <https://investor.automic.com.au/#/ipo/solsticemineralspriority>. If you are accessing the electronic version of the Prospectus for the purpose of making an investment in Solstice Minerals, you must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person the Entitlement and Acceptance Form unless it is attached to a hard copy of the Prospectus or it accompanies the complete and unaltered version of the Prospectus.

You may obtain a hard copy of the Prospectus free of charge by contacting Solstice Minerals.

Solstice Minerals reserves the right not to accept an Entitlement and Acceptance Form from a person if it has reason to believe that when that person was given access to the electronic Entitlement and Acceptance Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

Other than as otherwise stated in the Prospectus, no document or information included on Solstice Minerals' website is incorporated by reference into the Prospectus.