ORECORP LIMITED

INTERIM FINANCIAL REPORT FOR THE HALF-YEAR ENDED 31 DECEMBER 2022

ABN 24 147 917 299

CORPORATE DIRECTORY

Directors	Mr Matthew Yates – Executive Chairman Mr Hendrik Diederichs – CEO & Managing Director Mr Alastair Morrison – Non-Executive Director Mr Michael Klessens – Non-Executive Director Mr Michael Davis – Non-Executive Director
Company Secretary	Ms Jessica O'Hara
Registered and Principal Office	Suite 22, Level 1, 513 Hay Street Subiaco WA 6008 PO Box 2152 Subiaco WA 6904
Contact Details	www.orecorp.com.au Telephone: +61 8 9381 9997 Fax: +61 8 9381 9996
Share Registry	Automic Pty Ltd Level 5, 191 St Georges Terrace Perth WA 6000 Telephone: 1300 288 664 International: +61 8 9698 5414
Stock Exchange Listing	Australian Securities Exchange ('ASX') Level 40, Central Park 152 – 158 St Georges Terrace Perth WA 6000 ASX Code: ORR – Ordinary Shares
Solicitors	Allen & Overy LLP Level 12, Exchange Plaza 2 The Esplanade Perth WA 6000
Auditor	Deloitte Touche Tohmatsu Level 9, Tower 2, Brookfield Place 123 St Georges Terrace Perth WA 6000
Bankers	Westpac Limited Level 4, Tower 2, Brookfield Place 123 St Georges Terrace Perth WA 6000

CONTENTS

Directors' Report

The Directors of OreCorp Limited present their report on the Consolidated Entity consisting of OreCorp Limited (the **Company** or **OreCorp**) and the entities it controlled at the end of, or during, the half-year ended 31 December 2022 (**Consolidated Entity** or **Group**).

Directors

The names of the directors in office at any time during the half-year and until the date of this report are:

Mr Craig Williams	Non-Executive Chairman – resigned 16 November 2022
Mr Matthew Yates	Executive Chairman – appointed Chairman 16 November 2022 (previously Chief Executive Officer & Managing Director until 16 November 2022)
Mr Hendrik Diederichs	Chief Executive Officer & Managing Director – appointed 16 November 2022
Mr Robert Rigo	Non-Executive Director – resigned 16 November 2022
Mr Michael Davis	Non-Executive Director – appointed 12 October 2022
Mr Alastair Morrison	Non-Executive Director
Mr Michael Klessens	Non-Executive Director

All other Directors held their office from 1 July 2022 until the date of this report.

Principal Activities

OreCorp is a Western Australian based mining exploration company listed on the Australian Securities Exchange (**ASX**) under the code ORR. The principal activities of the Group during the period consisted of advancing the development of OreCorp's key project, the multi-million ounce Nyanzaga Gold Project (**Nyanzaga** or **Project**) in northwest Tanzania. A Definitive Feasibility Study (**DFS**) has been completed outlining a high margin, low cost gold producer with a production profile of 242 koz per annum over 10 years[1]. The Company has appointed Auramet International LLC (**Auramet**) as its debt advisor and is progressing financing of the Project.

Review of Operations and Activities

Nyanzaga Gold Project - Tanzania

Overview

Nyanzaga is in the Archean Sukumaland Greenstone Belt, forming part of the Lake Victoria Goldfields of the Tanzanian craton (**Figure 1**). The Project comprises Special Mining Licence (**SML**) 653/2021 (23.4km^2) and a further 11 granted prospecting licences and one prospecting licence application covering 137.5km^2.

The SML was granted on 13 December 2021 to the joint venture company, Sotta Mining Corporation Limited (**SMCL**), for an initial term of fifteen years. OreCorp holds an 84% interest in SMCL through its wholly owned subsidiary, Nyanzaga Mining Company Limited (**NMCL**). The Treasury Registrar of the Government of Tanzania (**GoT**) holds the 16% free carried interest in SMCL in accordance with the Mining Act [CAP. 123 R.E. 2019].

Nyanzaga is expected to deliver an average gold production of 234 koz pa over a 10.7 year Life of Mine (**LOM**), with >242 koz pa (average) for the first 10 years peaking at 295 koz pa in Year 6 delivering a total of approximately 2.5 Moz of gold produced over the LOM.[2]

The Project is accessed from Mwanza via the sealed Mwanza-Geita Highway, crossing Smith Sound by ferry at Busisi, then turning southwest to Ngoma Village, refer to **Figure 2**. A bridge crossing Smith Sound is currently under construction and due for completion in 2024 which will significantly improve access to the Project.

---

[1] **Cautionary Statement - based on a gold price of US$1,750/oz. Refer OreCorp ASX announcement dated 22 August 2022 ("Nyanzaga DFS Delivers Robust Results"). The production target referred to in the DFS and in this report comprises 92% Probable Ore Reserves and 8% Inferred Mineral Resources. There is a low level of geological confidence associated with Inferred Mineral Resources, and there is no certainty that further exploration work will result in the determination of Indicated Mineral Resources or that the production target itself will be realised.**

[2] Refer Cautionary Statement regarding production target above.

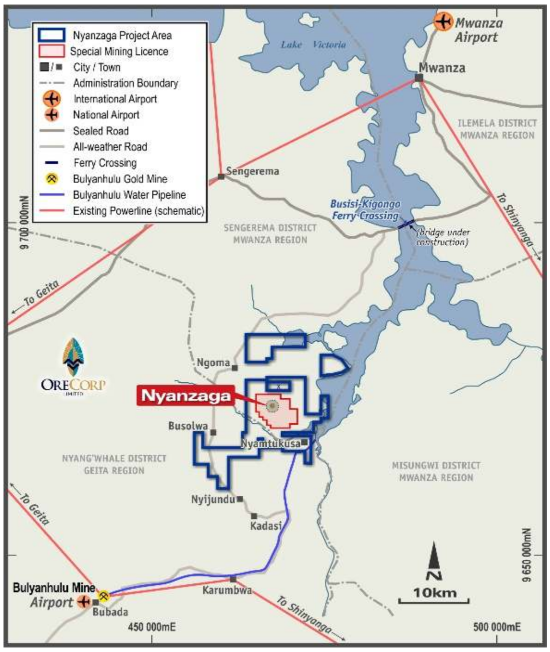

Figure 1: Lake Victoria Goldfields, Tanzania

Figure 2: Nyanzaga Project Licences

Definitive Feasibility Study

OreCorp announced the results of the DFS for the Project on 22 August 2022, which confirmed the production rate and concurrent mine development strategy as defined in the 2017 Pre-Feasibility Study. Highlights of the DFS are as follows:

- Maiden Probable Ore Reserve stated at US$1,500/oz:

Area	Probable Ore Reserve		
	Mt	Gold g/t	Gold Moz
Nyanzaga open pit	25.63	1.35	1.11
Kilimani open pit	2.04	1.05	0.07
Nyanzaga underground	12.42	3.57	1.42
Totals	**40.08**	**2.02**	**2.60**

- Combined open pit and underground production target[3] of 42.51 Mt @ 2.07 g/t gold for 2.83 Moz contained gold, comprising the Probable Ore Reserve plus Inferred Mineral Resources of 2.42 Mt at 2.95 g/t for 0.23 Moz contained gold.
- Peak gold production of 295 koz pa; averaging 250 koz pa for the first eight years; 242 koz pa for the first ten years.
- LOM average gold production of 234 koz pa over 10.7 years.
- Concurrent open pit and underground mine schedule delivers the optimal economic outcome for the Project.
- Pre-production capital cost of US$474 million includes underground development, open pit pre-strip, plant and associated project infrastructure and US$36 million contingency.
- High margin project with low all-in sustaining cost of US$954/oz.
- Pre-tax $NPV_{5\%}$ of US$926 million and IRR of 31%; post-tax $NPV_{5\%}$ of US$618 million and IRR of 25% based on a US$1,750/oz gold price.
- Short payback period of 3.7 years (post-tax).
- Detailed DFS metallurgical test work confirmed average LOM gold recovery of 88% through a conventional 4 Mtpa Carbon in Leach processing plant.

[3] Refer Cautionary Statement regarding production target on page 1.

Opportunities to Extend Nyanzaga Life of Mine

The Company has completed a review of the high-grade mineralisation (>2 g/t gold, over a minimum 3m downhole width and a maximum 2m internal waste) beneath the defined underground Probable Ore Reserve.

Utilising in-depth geological knowledge of the deposit and drill intercepts, OreCorp has generated an Exploration target of approximately 4.0 Mt to 6.0 Mt at a grade range of approximately 3.4 g/t to 4.0 g/t gold[4] below, and in addition to, the production target.

The Company has also reviewed the Nyanzaga pit optimisations and identified opportunity for a fourth stage pit in a higher gold price environment. The pit shell contains an additional 8.4 Mt at 1.17g/t gold at an incremental 6.1:1 waste to ore strip ratio compared to the pit shell selected for the DFS pit design. The Nyanzaga Stage 4 material and any potential extension of the underground mineralisation could have a significant positive impact on the life of the Project.

Project Financing

The Company has appointed Auramet as its debt advisor. Discussions to date with major European, African and Tanzanian banks have delivered non-binding expressions of interest and the Company is progressing towards the appointment of a banking syndicate, with firm Project funding commitments anticipated in H2 CY 2023.

The Company is also advancing its discussions with top-tier international non-bank mining financiers, several of which provided non-binding indicative proposals for commodity-based financing in the form of metal streams and royalties. These proposals offer attractive long-term finance and are likely to form an integral part of the funding package for Nyanzaga. The structure of such commodity-based financing requires concurrent development and integration with the debt financing to ensure an optimal outcome.

Project Development

The Company is progressing with key activities for the development of Nyanzaga, including but not limited to:

- Tendering of Front-End Engineering Design via early contractor involvement for the process plant and process infrastructure design.
- Preliminary engagement with Tanzanian and international contractors for major works packages.
- Tendering for early works and long lead procurement items such as open pit mine contractor, underground mine contractor, access road design, mill supply and camp design and build.
- Design and tender preparation for the grid power supply project.
- Preparation for resettlement of communities within the SML boundary.

Environmental & Social

The Project area is located within Igalula Ward where the primary source of livelihood for most households is subsistence farming, with approximately 12% depending on other sources, including artisanal mining, fishing, salaried employment, general labour, livestock keeping and small trading.

An environmental and social impact assessment (**ESIA**) was undertaken and submitted to the National Environment Management Council (**NEMC**) for approval in late 2017. The ESIA was conducted in compliance with the NEMC requirements and prescribed format. NEMC granted an Environmental Certificate to NMCL for the Project in February 2018. This has subsequently been re-registered and transferred to SMCL.

---

[4] **Cautionary Statement - The potential quantity and grade of the Exploration Target is conceptual in nature and is therefore an approximation. There has been insufficient exploration to estimate a Mineral Resource and it is uncertain if further exploration will result in the estimation of a Mineral Resource.**

Directors' Report (Continued)

To support the Project's potential application for funding from international finance institutions, OreCorp engaged consultants to conduct a review of the ESIA against the Equator Principles and current, relevant, International Finance Corporation (**IFC**) Performance Standards on Environmental and Social Sustainability (IFC, 2012) and World Bank Group standards and guidelines.

Following on from the review, the Company has undertaken several supplementary environmental and social specialist studies which will inform the revised ESIA for the Project.

Resettlement Action Plan (RAP)

A resettlement policy framework has been developed as part of the resettlement planning for the Project. In late 2020, a team of independent valuers undertook a market rates research study to determine compensation rates for land, crops, livestock, and buildings. The Government Chief Valuer approved this market rates research report in early 2021 in accordance with the Valuation and Valuers Registration Act, 2016.

The draft valuation report was submitted to the Government Chief Valuer on 16 January 2023, as required under Tanzanian legislation. The valuation report contains a summary of the valuation process undertaken in respect of all land within the SML, as well as a copy of all the compensation schedules disclosed to affected landholders. The report was accepted by the Chief Valuer on 31 January 2023 and final sign-off received on 16 February 2023.

The Company has also progressed a draft RAP report which details the resettlement planning process that was undertaken. In addition, the report details the compensation that landholders are entitled to, as well as mitigation measures and a draft livelihood restoration plan.

Akjoujt South Project - Mauritania

The Akjoujt South Project previously comprised three licences, two of which expired in March 2022. The remaining licence expired in August 2022. The Group is in the process of winding up its operations in Mauritania.

Operating Results and Financial Position

The loss after tax attributable to the ordinary equity holders of the Consolidated Entity for the half-year ended 31 December 2022 was $10,036,438 (2021: $12,762,278). This loss is largely attributable to the Consolidated Entity's accounting policy of expensing exploration and evaluation expenditure incurred by the Group subsequent to the initial acquisition of the rights to explore and up to the final investment decision. During the half-year, exploration and evaluation expenditure totalled $7,282,418 (2021: $9,411,787). The decrease in exploration and evaluation expenditure was due to decreased DFS activities at Nyanzaga following its delivery in August 2022.

Corporate and administration costs increased from the previous period due to the increase in the number of personnel as the Group builds a development team to progress the activities at Nyanzaga. Corporate and administration costs include $356,631 for share based payments (2021: $428,741) which are recognised over the vesting period.

Cash and cash equivalents were $21,202,676 as at 31 December 2022 (30 June 2022: $31,883,298).

Business Development

During the period, numerous business development and corporate opportunities were considered. Those which may enhance shareholder value will continue to be pursued.

Business Strategy and Prospects

The Consolidated Entity currently has the following business strategies and prospects over the medium to long term:

- progress the Project, with a focus on finalising Project funding; and
- continue to review other resource opportunities which may enhance shareholder value.

The successful completion of these activities will assist the Consolidated Entity to achieve its strategic objective of making the transition from explorer to producer.

Directors’ Report (Continued)

Environmental Regulation and Performance

The Group's operations are subject to various environmental laws and regulations in each of the countries in which it holds mineral licences. The Group aims for full compliance with these laws and regulations and regards them as a minimum standard for all operations to achieve.

No instances of environmental non-compliance by an operation were identified during the period.

Integrating ESG at OreCorp

Through the delivery of a two-year Environment, Social and Governance (**ESG**) Roadmap, the Group has embarked upon integrating ESG as a foundation for its strategy. In July 2022, many of the Group’s Australian and Tanzanian Directors and Executives participated in an intensive ESG learning program.

The program, which was conducted by an external expert, presented participants with an overview of the fundamentals of ESG, human rights, Sustainable Development Goals and materiality.

Key outcomes of the program included:

- Outputs of a materiality assessment to inform the Group’s FY2023 Sustainability Report and strategy;
- A commitment to integrate the International Council on Mining and Metals’ Principles and the World Gold Council’s Responsible Gold Mining Principles into ESG reporting and strategy;
- Agreement to revise the Group’s Statement of Vision, Mission and Values to reflect a heightened ESG emphasis;
- Identification of new policy requirements, including a Human Rights Policy; Environmental Policy; Supply Chain Policy and Community Relations Policy; and
- A commitment to review and where necessary, to amend existing policies to incorporate ESG considerations.

The Company has been working through the outcomes and has finalised its revised Statement of Vision, Mission and Values and approved the adoption of four new policies, being the Human Rights Policy, Environmental Policy, Supply Chain Policy and Community Relations Policy. The Company has identified and ranked the material ESG components and progressed data collection and collation on which it will report in its inaugural Sustainability Report, proposed to be released after completion of the current financial year.

Significant Changes in the State of Affairs

During the half-year, the Company made a number of key management appointments:

- Following the retirement of Mr Craig Williams, Mr Matthew Yates and Mr Hendrik Diederichs were appointed on 16 November 2022 as Executive Chairman and Chief Executive Officer & Managing Director, respectively.
- Mr Michael Davis was appointed Non-Executive Director effective 12 October 2022.
- Mr Robert Rigo resigned as Non-Executive Director effective 16 November 2022.
- Ms Tania Cheng resigned as Chief Financial Officer effective 22 December 2022. Mr Greg Hoskins has been appointed as Chief Financial Officer effective 27 February 2023.

Directors' Report (Continued)

Significant Post-Balance Date Events

Other than disclosed below, since 31 December 2022, the Directors are not aware of any other matter or circumstance not otherwise dealt with in this report, that has significantly or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent periods with the exception of the following, the financial effects of which have not been provided for in the half-year financial statements:

- On 12 January 2023, a total of 125,000 performance rights expiring 26 August 2027 and subject to vesting conditions were issued to the employees of the Company under the Company's Long Term Incentive Plan (LTIP).
- On 7 February 2023, OreCorp announced its subsidiary, SMCL, had signed a non-binding Memorandum of Understanding with Tanzania Electric Company Limited to extend grid power to OreCorp's Nyanzaga Gold Project in Tanzania.
- On 9 February 2023, a total of 21,962 performance rights expiring 22 November 2026 lapsed because the vesting conditions have not been satisfied.

Auditor's Independence Declaration

A copy of the auditor's independence declaration as required under Section 307C of the *Corporations Act 2001* is set out on page 21, which forms part of the Directors' Report.

This report is made in accordance with a resolution of the directors made pursuant to section 306(3) of the *Corporations Act 2001*.

For and on behalf of the Directors

HENDRIK DIEDERICHS
Chief Executive Officer & Managing Director
9 March 2023

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Note	Half-Year Ended 31 December 2022 A$	2021 A$
Interest income		**212,833**	80,322
Foreign exchange (loss)/gain		**(63,292)**	451,650
Corporate and administration costs		**(3,124,443)**	(2,542,824)
Exploration and evaluation costs		**(7,282,418)**	(9,411,787)
Business development costs		**-**	(42,948)
Loss before tax from continuing operations		**(10,257,320)**	(11,465,587)
Income tax expense		**-**	-
Loss after tax from continuing operations		**(10,257,320)**	(11,465,587)
Loss from discontinued operation	2(d)	**-**	(1,296,691)
Loss for the period		**(10,257,320)**	(12,762,278)
Other comprehensive income, net of income tax			
Items that may be reclassified subsequently to profit or loss			
Exchange differences arising on translation of foreign operations		**144,983**	98,693
Other comprehensive income for the period		**144,983**	98,693
Total comprehensive loss for the period, net of income tax		**(10,112,337)**	(12,663,585)
Loss attributable to:			
- Members of the parent		**(10,036,438)**	(12,762,278)
- Non-controlling interest		**(220,882)**	-
		(10,257,320)	(12,762,278)
Total comprehensive loss attributable to:			
- Members of the parent		**(9,887,839)**	(12,762,278)
- Non-controlling interest		**(224,498)**	-
		(10,112,337)	(12,762,278)
Earnings per share			
From continuing operations			
- Basic and diluted loss per share (cents per share)		**(2.52)**	(2.90)
From continuing and discontinued operations			
- Basic and diluted loss per share (cents per share)		**(2.52)**	(3.23)

The above Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

Condensed Consolidated Statement of Financial Position

	Note	31 December 2022 A$	30 June 2022 A$
ASSETS			
Current Assets			
Cash and cash equivalents		**21,202,676**	31,883,298
Trade and other receivables	3	**158,954**	236,445
Total Current Assets		**21,361,630**	32,119,743
Non-current Assets			
Property, plant and equipment	4	**538,316**	602,906
Right-of-use assets		**86,619**	140,153
Exploration and evaluation assets	5	**18,343,473**	18,138,900
Total Non-current Assets		**18,968,408**	18,881,959
TOTAL ASSETS		**40,330,038**	51,001,702
LIABILITIES			
Current Liabilities			
Trade and other payables		**867,135**	1,757,573
Lease liabilities		**87,581**	115,629
Provisions		**378,218**	358,658
Total Current Liabilities		**1,332,934**	2,231,860
Non-current Liabilities			
Lease liabilities		**6,685**	35,182
Provisions		**43,894**	32,429
Total Non-current Liabilities		**50,579**	67,611
TOTAL LIABILITIES		**1,383,513**	2,299,471
NET ASSETS		**38,946,525**	48,702,231
EQUITY			
Equity attributable to equity holders of the Company			
Issued capital	6(a)	**137,193,571**	136,727,471
Reserves		**1,483,643**	1,692,013
Accumulated losses		**(99,506,196)**	(89,717,258)
Equity attributable to equity holders of the Company		**39,171,018**	48,702,226
Non-controlling interest		**(224,493)**	5
TOTAL EQUITY		**38,946,525**	48,702,231

The above Condensed Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

Condensed Consolidated Statement of Changes in Equity

	Issued Capital A$	Share Based Payments Reserve A$	Foreign Currency Translation Reserve A$	Accumulated Losses A$	Attributable to owners of the parent A$	Non-controlling interest A$	Total Equity A$
Half-year ended 31 December 2022:							
Balance at 1 July 2022	**136,727,471**	**1,786,537**	**(94,524)**	**(89,717,258)**	**48,702,226**	**5**	**48,702,231**
Net loss for the period				**(10,036,438)**	**(10,036,438)**	**(220,882)**	**(10,257,320)**
Other comprehensive income							
Exchange differences arising on translation of foreign operations	**-**	**-**	**148,599**	**-**	**148,599**	**(3,616)**	**144,983**
Total other comprehensive income/(loss)	**-**	**-**	**148,599**	**-**	**148,599**	**(3,616)**	**144,983**
Total comprehensive income/(loss) for the period	**-**	**-**	**148,599**	**(10,036,438)**	**(9,887,839)**	**(224,498)**	**(10,112,337)**
Transactions with owners, recorded directly in equity							
Exercise of options	**466,100**	**(466,100)**	**-**	**-**	**-**	**-**	**-**
Value of expired options taken to accumulated losses	**-**	**(247,500)**	**-**	**247,500**	**-**	**-**	**-**
Share based payment expense	**-**	**356,631**	**-**	**-**	**356,631**	**-**	**356,631**
Total transactions with owners	**466,100**	**(356,969)**	**-**	**247,500**	**356,631**	**-**	**356,631**
Balance at 31 December 2022	**137,193,571**	**1,429,568**	**54,075**	**(99,506,196)**	**39,171,018**	**(224,493)**	**38,946,525**
Half-year ended 31 December 2021:							
Balance at 1 July 2021	**132,813,942**	**1,071,039**	**(1,079,430)**	**(58,755,185)**	**74,050,366**	**-**	**74,050,366**
Net loss for the period	-	-	-	(12,762,278)	(12,762,278)	-	(12,762,278)
Other comprehensive income							
Exchange differences arising on translation of foreign operations			98,693		98,693	-	98,693
Total other comprehensive income	-	-	98,693	-	98,693	-	98,693
Total comprehensive income/(loss) for the period	-	-	98,693	(12,762,278)	(12,663,585)	-	(12,663,585)
Transactions with owners, recorded directly in equity							
Capital raising	3,600,000	-	-	-	3,600,000	-	3,600,000
Less: cost of capital raising	(205,610)	-	-	-	(205,610)	-	(205,610)
Exercise of options	1,815,000	-	-	-	1,815,000	-	1,815,000
Value of expired options taken to accumulated losses	-	(35,750)	-	35,750	-	-	-
Securities issued for acquisition of exploration assets	1,130,000	-	-	-	1,130,000	-	1,130,000
Share based payment expense	-	428,741	-	-	428,741	-	428,741
Total transactions with owners	6,339,390	392,991	-	35,750	6,768,131	-	6,768,131
Balance at 31 December 2021	**139,153,332**	**1,464,030**	**(980,737)**	**(71,481,713)**	**68,154,912**	**-**	**68,154,912**

The above Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Condensed Consolidated Statement of Cash Flows

	Note	31 December 2022 A$	31 December 2021 A$
Cash flows from operating activities			
Interest received		**179,044**	80,322
Interest and other costs of finance paid		**(3,277)**	(8,535)
Payments to suppliers and employees		**(10,643,850)**	(10,037,963)
Net cash outflow from operating activities		**(10,468,083)**	(9,966,176)
Cash flows from investing activities			
Payments for property, plant and equipment		**(57,591)**	(623,896)
Payments for exploration and evaluation assets		**-**	(11,135,472)
Net cash outflow from investing activities		**(57,591)**	(11,759,368)
Cash flows from financing activities			
Principal elements of lease payments		**(56,545)**	(72,109)
Proceeds from issue of shares	6(a)	**-**	3,600,000
Proceeds from exercise of options	6(a)	**-**	1,815,000
Payments for share issue transaction costs		**-**	(205,610)
Net cash (outflow)/inflow from financing activities		**(56,545)**	5,137,281
Net decrease in cash and cash equivalents held		**(10,582,219)**	(16,588,263)
Foreign exchange movement on cash and cash equivalents		**(98,403)**	451,650
Cash and cash equivalents at the beginning of the financial period		**31,883,298**	66,302,250
Cash and cash equivalents at the end of the financial period		**21,202,676**	50,165,637

The above Condensed Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

Notes to and Forming Part of the Financial Statements

1. General Information

Reporting entity
OreCorp Limited is a company limited by shares incorporated in Australia whose shares are publicly traded on the ASX.

The Group's principal place of business is Suite 22, Level 1, 513 Hay Street, Subiaco, Perth, Western Australia. The nature of the operations and principal activities of the Group are described in the Review of Operations and Activities on pages 1 to 4.

Statement of compliance
The half-year financial report is a general purpose financial report prepared in accordance with the *Corporations Act 2001* and AASB 134 *Interim Financial Reporting*. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 *Interim Financial Reporting*. The half-year report does not include notes of the type normally included in an annual financial report and shall be read in conjunction with the most recent annual financial report.

The half-year financial report of the Group for the half-year ended 31 December 2022 was authorised for issue in accordance with a resolution of the Directors on 9 March 2023.

Basis of preparation
The condensed consolidated financial statements have been prepared on the basis of historical cost, except for the revaluation of certain non-current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets.

The condensed consolidated financial statements are presented in Australian dollars, which is the Company's functional currency, unless otherwise stated.

The condensed consolidated financial statements have been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business. The Directors have assessed the Group's ability to continue as a going concern by reference to the cashflow forecast prepared by management. As the Group progresses the Nyanzaga Project towards development, consideration will be given to the required funding and its impact on going concern.

Summary of significant accounting policies
The accounting policies and methods of computation adopted in the preparation of the half-year financial report are consistent with those adopted and disclosed in the Group's annual financial report for the year ended 30 June 2022. The accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

(a) New Standards, Interpretations and Amendments

In the current period, the Group has adopted all of the new and revised standards, interpretations and amendments that are relevant to its operations and effective for annual reporting periods beginning on or after 1 July 2022. These did not have any significant impact on the Group's financial statements.

(b) Issued Standards and Interpretations Not Early Adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective have not been adopted by the Group for the reporting period ended 31 December 2022. These are not expected to have any significant impact on the Group's financial statements.

(c) Accounting Estimates, Judgements and Assumptions

The preparation of the financial report requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described in the following notes:

- Recoverability of exploration and evaluation assets (Note 5);
- Share-based payments (Note 6);
- Recoverability of VAT receivables (Note 3); and
- Determining the fair value of Solstice (Note 2(d))

	31 December 2022 A$	31 December 2021 A$
2. Other Income, Expenses and Losses		
Loss from ordinary activities before income tax expense includes the following specific other income and expenses:		
(a) Depreciation and amortisation		
Depreciation of plant and equipment (Note 4)	**129,101**	99,205
Amortisation of right-of-use assets	**54,219**	73,892
(b) Exploration and evaluation expenditure		
Provision for non-recovery of VAT receivables (Note 3a)	**578,704**	370,830
(c) Share based payment expense		
Share based payments expense	**356,631**	428,741

Notes to and Forming Part of the Financial Statements (Continued)

(d) Discontinued Operation - demerger of Solstice Minerals Limited (Solstice)

On 22 April 2022, by way of an in-specie distribution, OreCorp completed the demerger of Solstice and is reported in the prior period as a discontinued operation. Details of the demerger were disclosed in the 30 June 2022 Annual Report.

Financial information relating to the discontinued operation for the period is set out below. The financial performance and cash flow information presented are for the six months period ended.

	31 December 2022 A$	31 December 2021 A$
Exploration and evaluation costs	**-**	(1,296,691)
Income tax expense	**-**	-
Loss from discontinued operation	**-**	(1,296,691)
Net cash outflow from operating activities	**-**	(1,296,691)
Net decrease in cash attributable to Solstice	**-**	(1,296,691)

	31 December 2022 A$	30 June 2022 A$
3. Current Assets – Trade and Other Receivables		
GST and VAT receivable (i)	**3,178,338**	2,656,192
Provision for non-recovery of VAT receivables (i)	**(3,091,607)**	(2,506,748)
Other receivables	**60,390**	81,791
Other assets	**11,833**	5,210
	158,954	236,445

(i) The Group continues to fully provide for the VAT receivable balance. At reporting date, the net GST and VAT receivable carrying value relates solely to the Australian operating entities.

	31 December 2022 A$	30 June 2022 A$
(a) Reconciliation of provision for non-recovery of VAT receivables		
Opening balance	**(2,506,748)**	(1,194,972)
Provision for non-recovery of VAT receivables	**(578,704)**	(1,144,803)
Foreign exchange movement on provision	**(6,155)**	(166,973)
	(3,091,607)	(2,506,748)

Notes to and Forming Part of the Financial Statements (Continued)

	31 December 2022 A$	30 June 2022 A$
4. Non-Current Assets – Property, Plant and Equipment		
Property, Plant and Equipment		
Cost	**1,431,361**	1,363,988
Accumulated depreciation	**(893,045)**	(761,082)
Net carrying amount	**538,316**	602,906
Reconciliation		
Carrying amount at beginning of period	**602,906**	267,468
Additions	**57,591**	746,298
Disposals (transfer to Solstice)	**-**	(114,053)
Disposals (write offs)	**-**	(3,178)
Depreciation charge for the period	**(129,101)**	(236,499)
Foreign exchange movement on property, plant and equipment	**6,920**	(57,130)
Carrying amount at end of period, net of accumulated depreciation	**538,316**	602,906

	31 December 2022 A$	30 June 2022 A$
5. Non-Current Assets – Exploration and Evaluation Assets		
Exploration & Evaluation Assets		
Nyanzaga JV Project, Tanzania(i)	**18,343,473**	18,138,900
Net carrying amount	**18,343,473**	18,138,900
Reconciliation - Exploration & Evaluation Assets		
Carrying amount at the beginning of the period	**18,138,900**	19,582,047
Add: acquisition of exploration and evaluation assets during the period(ii)	**-**	2,964,311
Less: exploration and evaluation assets transferred during the period (iii)	**-**	(5,893,170)
Foreign exchange movement on exploration and evaluation assets	**204,573**	1,485,712
Carrying amount of Exploration and Evaluation Assets at the end of period	**18,343,473**	18,138,900

(i) On 13 December 2021, the SML was granted to SMCL, the joint venture company in which OreCorp's subsidiary, NMCL holds an 84% interest and the GoT holds a 16% free carried interest. The SML was granted for an initial term of fifteen years.

(ii) During the prior year, the Group acquired additional tenements in the Eastern Goldfields through the issue of shares, payment of cash and execution of royalty deeds.

(iii) On 22 April 2022, the Group demerged its Western Australian exploration and evaluation assets with the in-specie distribution of shares in, and ASX listing of, Solstice.

Notes to and Forming Part of the Financial Statements (Continued)

6. Equity Securities Issued

(a) Issued and Paid Up Capital

Date	Details	Number of Shares	Issue Price A$	A$
1 July 2022	**Opening Balance**	**398,997,558**		**136,727,471**
31 December 2022	Balance of share based payment reserve taken to issued capital for options exercised	-	-	466,100
31 December 2022	**Closing Balance**	**398,997,558**		**137,193,571**
1 July 2021	**Opening Balance**	**385,906,947**		**132,813,942**
1 July 2021	Placement shares	4,500,000	0.800	3,600,000
July 2021	Exercise of Unlisted Options	4,125,000	0.440	1,815,000
July 2021 – April 2022	Issue of Shares for Exploration Asset	4,465,611	0.637	2,846,000
	Capital raising costs	-	-	(213,275)
	Capital reduction	-	-	(4,134,196)
30 June 2022	**Closing Balance**	**398,997,558**		**136,727,471**

(b) Unlisted Securities

During the half-year ended 31 December 2022, the Company had the following movements and closing balances in its unlisted securities:

Unlisted Options

Unlisted Options	Opening	Issued	Exercised	Lapsed or Expired	Closing
Unlisted Options at $0.8486 expiring 25 November 2022	1,100,000	-	-	(1,100,000)	-
Unlisted Options at $0.9066 expiring 25 November 2024	1,150,000	-	-	-	1,150,000
Unlisted Options at $0.9906 expiring 25 November 2024	2,939,495	-	-	(364,238)	2,575,257

Performance Rights

Performance Rights	Opening	Issued	Exercised	Lapsed or Expired	Closing
Unlisted Performance Rights expiring 22 November 2026	1,861,284	-	-	(277,216)	1,584,068
Unlisted Performance Rights expiring 27 August 2027	-	2,700,000		(500,000)	2,200,000

The 2,200,000 and 500,000 unlisted Performance Rights that were issued during the period, expiring on 27 August 2027, had a fair value at the date of grant of $0.42 and $0.375 per share, respectively. Key management personnel were issued a total of 1,300,000 performance rights with a value of $523,500.

Terms of Performance Rights

The unlisted Performance Rights were granted to employees in accordance with the Group's Long Term Incentive Plan. These were granted based upon the same terms and conditions which were detailed in the 30 June 2022 Annual Report.

7. Segment Information

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Consolidated Entity that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

The Consolidated Entity operates in one operating segment being mineral exploration.

The Consolidated Entity has historically operated in two geographical segments: Africa and Western Australia (WA). In April 2022, the Group's WA exploration assets were demerged and thereafter the Consolidated Entity's operations are solely in Africa.

The Consolidated Entity does not have revenues from external customers nor inter-segment revenues.

8. Controlled Entities

All controlled entities are included in the consolidated financial statements. The parent entity does not guarantee to pay the deficiency of its controlled entities in the event of a winding up of any controlled entity.

Name of Controlled Entity	Place of Incorporation	% of Shares Held 31 December 2022	% of Shares Held 30 June 2022
OreCorp International Pty Ltd	Australia	**100%**	100%
OreCorp Resources Pty Ltd	Australia	**100%**	100%
OreCorp Tanzania Ltd	Tanzania	**100%**	100%
OreCorp Mining Mauritius Ltd	Mauritius	**100%**	100%
OreCorp Mauritania SARL	Mauritania	**100%**	100%
OreCorp Africa Pty Ltd*	Australia	**-**	100%
OreCorp REE Pty Ltd	Australia	**100%**	100%
OreCorp Nyanzaga Pty Ltd	Australia	**100%**	100%
OreCorp Nyanzaga (UK) Limited	UK	**100%**	100%
Nyanzaga Mining Company Limited	Tanzania	**100%**	100%
Sotta Mining Corporation Limited	Tanzania	**84%**	84%

*OreCorp Africa Pty Ltd was deregistered on 16 November 2022.

9. Interests in Projects

Project	Activity	Interest at 31 December 2022	Interest at 30 June 2022
Akjoujt South Project (2259B2) - Mauritania	Nickel – Copper Exploration	**-**	100%

The one remaining licence making up the Akjouit South Project in Mauritania expired during the period.

10. Commitments and Contingent Liabilities

As a condition of retaining the current rights to tenure to exploration tenements, the Group is required to pay an annual rental charge and meet minimum expenditure requirements for each tenement. These obligations are not provided for in the financial statements and are at the sole discretion of the Group. Minimum expenditure requirements for the current licence period are as per the following:

Notes to and Forming Part of the Financial Statements (Continued)

	2022 $	2021 $
Commitments for exploration expenditure		
Not longer than 1 year	316,240	938,883
Longer than 1 year and shorter than 5 years	891,668	2,832,310
Longer than 5 years	1,713,514	1,847,027
	2,921,422	**5,618,220**

SMCL is in the process of lodging a further seven applications over previously expired licences. If these are successful, the total annual minimum expenditure will be $56,481 and annual rent due will be approximately $11,296 each year for the next four years. Rent is paid annually in advance.

The SML for Nyanzaga was granted in December 2021 for an initial period of fifteen years. The amounts included in the table above represent annual rent costs. Minimum expenditure requirements for SML's are not stipulated in the mining regulations.

11. Significant Post Balance Date Events

Other than disclosed below, since 31 December 2022, the Directors are not aware of any other matter or circumstance not otherwise dealt with in this report, that has significantly or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent periods with the exception of the following, the financial effects of which have not been provided for in the half-year financial statements:

- On 12 January 2023, a total of 125,000 performance rights expiring 26 August 2027 and subject to vesting conditions were issued to the employees of the Company under the Company's LTIP.
- On 7 February 2023, OreCorp announced its subsidiary, SMCL, had signed a non-binding Memorandum of Understanding with Tanzania Electric Company Limited to extend grid power to OreCorp's Nyanzaga Gold Project in Tanzania.
- On 9 February 2023, a total of 21,962 performance rights expiring 22 November 2026 lapsed because the vesting conditions have not been satisfied.

Directors' Declaration

In accordance with a resolution of the Directors of OreCorp Limited:

The Directors declare that:

(a) in the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and

(b) in the Directors' opinion, the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with accounting standards and giving a true and fair view of Consolidated Entity's financial position as at 31 December 2022 and its performance for the half-year ended on that date.

Signed in accordance with a resolution of the Directors made pursuant to section 303(5) of the *Corporations Act 2001*.

On behalf of the Board

HENDRIK DIEDERICHS
Chief Executive Officer & Managing Director
9 March 2023

Deloitte Touche Tohmatsu
ABN 74 490 121 060

Tower 2
Brookfield Place
123 St Georges Terrace
Perth WA 6000
GPO Box A46
Perth WA 6837 Australia

Tel: +61 8 9365 7000
Fax: +61 8 9365 7001
www.deloitte.com.au

Independent Auditor's Review Report to the members of OreCorp Limited

Conclusion

We have reviewed the half-year financial report of OreCorp Limited (the "Company") and its subsidiaries (the "Group"), which comprises the condensed consolidated statement of financial position as at 31 December 2022, and the condensed consolidated statement of profit and loss and other comprehensive income, the condensed consolidated statement of cash flows and the condensed consolidated statement of changes in equity for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of the Group is not in accordance with the *Corporations Act 2001*, including:

- Giving a true and fair view of the Group's financial position as at 31 December 2022 and of its performance for the half-year ended on that date; and

- Complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the Auditor's Responsibilities for the Review of the Half-year Financial Report section of our report. We are independent of the Group in accordance with the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the "Code") that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Directors' Responsibilities for the Half-year Financial Report

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

Auditor's Responsibilities for the Review of the Half-year Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2022 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Deloitte.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

PEPink.

Penelope Pink
Partner
Chartered Accountants
Perth, 9 March 2023

Deloitte Touche Tohmatsu
ABN 74 490 121 060

Tower 2
Brookfield Place
123 St Georges Terrace
Perth WA 6000
GPO Box A46
Perth WA 6837 Australia

Tel: +61 8 9365 7000
Fax: +61 8 9365 7001
www.deloitte.com.au

The Board of Directors
OreCorp Limited
Suite 22, Level 1
513 Hay Street
Subiaco WA 6008

9 March 2023

Dear Board Members

Auditor's Independence Declaration to OreCorp Limited

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of OreCorp Limited.

As lead audit partner for the review of the half-year financial report of OreCorp Limited for the half-year ended 31 December 2022, I declare that to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and

(ii) any applicable code of professional conduct in relation to the review.

Yours sincerely

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

PSPink.

Penelope Pink
Partner
Chartered Accountants

ORECORP
LIMITED