



ASX/JSE RELEASE: 29 October 2020

## Share Issue – Notice under Section 708A(5)(e)

Orion Minerals Limited (**ASX/JSE: ORN**) (**Orion** or the **Company**) refers to announcements by the Company on 7 August 2020 regarding a two-tranche Placement to sophisticated and professional investors comprising ~365.2 million fully paid ordinary shares (**Share**) at an issue price of \$0.017 per Share (**Placement**), to progress its development-ready Prieska Copper-Zinc Project in South Africa's Northern Cape Province.

The Placement has occurred in two stages, being:

- Tranche 1 – In August 2020, the Company issued 346.1 million Shares, to raise \$5.9 million, using the Company's 15% placement capacity under ASX Listing Rule 7.1; and
- Tranche 2 – 19.1 million Shares to be issued to Tembo Capital Mining Fund II LP and its affiliated entities (**Tembo Capital**), to raise \$0.3 million (subject to shareholder and Foreign Investment Review Board (**FIRB**) approvals) (**Tembo Placement**).

In addition to the Placement, Tembo Capital confirmed its continued support of Orion through subscribing for \$2.1 million worth of Shares, at an issue price of \$0.017 per Share, being the issue price for Shares issued under the Placement (**Tembo Loan Facility Placement**).

Orion announced on 14 May 2020 that a \$1.0 million unsecured convertible loan facility had been agreed with Tembo Capital (increased to \$2.0 million on 29 June 2020) (**Loan Facility**). Under the terms of the Loan Facility, the Loan Facility amount, interest and any amount capitalised under the Loan Facility (**Outstanding Amount**) will be automatically offset against the amount to be paid by Tembo Capital for the issue and allotment of Shares to Tembo Capital under any capital raising undertaken by Orion on or before 31 October 2020 (**Subscription Amount**). As Tembo Capital's total Subscription Amount of \$2.4 million exceeds the Outstanding Amount, the issue of Shares to Tembo Capital will therefore result in the Loan Facility being repaid in full.

Shareholder approval for the Tembo Placement and for the Tembo Loan Facility Placement was obtained at a general meeting of Orion shareholders held on 29 September 2020. FIRB approval for the Tembo Placement and Tembo Loan Facility Placement was received on 28 October 2020.

Today, Orion has issued 19,100,725 Shares, at an issue price of \$0.017 per Share, following receipt of funds from Tembo Capital for its commitment pursuant to the Tembo Placement and has issued 122,075,745 Shares, at an issue price of \$0.017 per Share for the Tembo Loan Facility Placement, thereby repaying the Loan Facility in full.

In accordance with section 708A(5)(e) of the Corporations Act 2001 (**Act**), the Company advises as follows:

1. this notice is being given under paragraph 708A(5)(e) of the Act;
2. the Company issued the Shares without disclosure to investors under Part 6D.2 of the Act;
3. as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company;
4. as at the date of this notice, the Company has complied with section 674 of the Act; and
5. all information of the kind that would be required to be disclosed to the market for the purposes of section 708A(6)(e) of the Act has been disclosed to ASX Limited.

For and on behalf of the Board.



Denis Waddell  
**Chairman**

## ENQUIRIES

### Investors

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