

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Orion Minerals Ltd

ABN

76 098 939 274

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | 1 | +Class of +securities issued or to be issued | Director Options. | | | | | | | | |
|-------------------|---|---|-------------------|----------------|------------|--------|------------|--------|------------|--------|
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 54,000,000. | | | | | | | | |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <p>Unlisted Director Options expiring 30 April 2024 and exercisable as follows:</p> <table><thead><tr><th>Number of options</th><th>Exercise price</th></tr></thead><tbody><tr><td>18,000,000</td><td>\$0.04</td></tr><tr><td>18,000,000</td><td>\$0.05</td></tr><tr><td>18,000,000</td><td>\$0.06</td></tr></tbody></table> <p>Vesting conditions apply.</p> | Number of options | Exercise price | 18,000,000 | \$0.04 | 18,000,000 | \$0.05 | 18,000,000 | \$0.06 |
| Number of options | Exercise price | | | | | | | | | |
| 18,000,000 | \$0.04 | | | | | | | | | |
| 18,000,000 | \$0.05 | | | | | | | | | |
| 18,000,000 | \$0.06 | | | | | | | | | |

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4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>No.</p> <p>The Director Options will not be quoted. Shares to be issued upon exercise of Director Options will rank equally with all other fully paid ordinary shares on issue.</p>
5	Issue price or consideration	Nil.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue of Director Options as approved by shareholders at the General Meeting held on 7 June 2019.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	No.
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable.
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable.
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable.

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6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.	
6f	Number of +securities issued under an exception in rule 7.2	Not applicable.	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable.	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable.	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Rule 7.1 – 300,501,738. Rule 7.1A – Not applicable.	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	14 June 2019.	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		2,003,344,917	Fully paid ordinary shares

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	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	222,307,679
		Convertible notes.
		3,040,540
		Unlisted options exercisable at \$0.037 expiring 15 August 2019.
		58,613,402
		Unlisted options exercisable at \$0.05 expiring 31 October 2019.
		250,000
		Unlisted options exercisable at \$0.045 expiring 30 November 2019.
		250,000
		Unlisted options exercisable at \$0.06 expiring 30 November 2019.
		2,200,000
		Unlisted options exercisable at \$0.05 expiring 30 June 2020.
		1,900,000
		Unlisted options exercisable at \$0.035 expiring 30 June 2020.
		16,333,333
		Unlisted options exercisable at \$0.02 expiring 30 November 2020.
		18,333,333
		Unlisted options exercisable at \$0.035 expiring 30 November 2020.
		18,333,334
		Unlisted options exercisable at \$0.05 expiring 30 November 2020.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	12,100,000
		Unlisted options exercisable at \$0.03 expiring 31 May 2022.
		12,100,000
		Unlisted options exercisable at \$0.045 expiring 31 May 2022.
		12,100,000
		Unlisted options exercisable at \$0.06 expiring 31 May 2022.
		5,100,000
		Unlisted options exercisable at \$0.05 expiring 31 March 2023.
		5,100,000
		Unlisted options exercisable at \$0.06 expiring 31 March 2023.
		5,100,000
		Unlisted options exercisable at \$0.07 expiring 31 March 2023.
		30,500,000
		Unlisted options exercisable at \$0.04 expiring 30 April 2024.
		30,500,000
		Unlisted options exercisable at \$0.05 expiring 30 April 2024.
		30,500,000
		Unlisted options exercisable at \$0.06 expiring 30 April 2024.
		Not applicable.

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Part 2 - Pro rata issue

Questions 11 to 33 Not Applicable

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☐ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Questions 35 to 37 - Not Applicable

Entities that have ticked box 34(b)

Questions 38 to 42 - Not Applicable

Quotation agreement

1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those ⁺securities should not be granted ⁺quotation.
- An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
- If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before

⁺ See chapter 19 for defined terms.

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+quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Martin Bouwmeester
Company Secretary

Date: 14 June 2019

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