



Orion Minerals

Shares in Lieu of Cash Fees and Director Options

ASX/JSE RELEASE: 29 December 2023

Orion Minerals Ltd (**ASX/JSE: ORN**) (**Orion** or the **Company**) advises that the Directors have agreed, subject to obtaining shareholder approval, to allow Non-Executive Directors to receive fully paid ordinary shares in the capital of Orion (**Shares**) in lieu of cash fees for their services as Directors of the Company. In addition, the Directors have undertaken a review of Non-Executive Directors remuneration packages for the first time in over ten years and have agreed, subject to obtaining shareholder approval, to grant unlisted options in Orion (**Director Options**) to all Directors on the key terms and conditions set out in Annexure 1.

Shares in Lieu of Non-Executive Director Fees

In order to preserve the Company's cash reserves, Non-Executive Directors have elected, subject to obtaining shareholder approval at general meetings of shareholders (**General Meeting**), to receive a proportion of their Director fees in Shares (**Director Fees Shares**) in lieu of cash.

The deemed issue price at which the Director Fees Shares will be issued (subject to receipt of shareholder approval at the relevant General Meeting) will be \$0.014 (South African Rand (ZAR) 0.175 cents), being the 10-trading day VWAP of the Shares traded on the ASX and JSE prior to 27 December 2023 (**Deemed Issue Price**). The number of Director Fees Shares to be issued to each Non-Executive Director will be calculated by dividing the value of the Director fees payable to that Director by the Deemed Issue Price.

Each Director may at any time and at their election, alter the proportion of Director fees to be received in Director Fees Shares and such election shall apply from the date that the Company receives the election in writing from the Director. The Director Fees Shares shall be issued in arrears in respect of accrued Director fees, subject to shareholder approval at the relevant General Meeting.

Options

Orion announced the appointment of Mr Anthony Lennox and Ms Patience Mpofu as Non-Executive Directors of Orion on 13 December 2023. The primary purpose of the proposed grant of Director Options to Directors is to enable the Company to provide market competitive director remuneration, of which an appropriate component is both incentive based and promotes retention with the Director Options effectively being issued in lieu of additional Director's fees. It also retains cash reserves and encourages Non-Executive Directors to have a meaningful level of investment in the Company and to ensure the Directors' interests are aligned with all shareholders.

Subject to obtaining shareholder approval at the Company's next General Meeting, the Company proposes to make an offer of Director Options, as set out in Annexure 1.

For and on behalf of the Board.

Denis Waddell
Chairman

ENQUIRIES

Investors

Errol Smart – Managing Director & CEO

Denis Waddell – Chairman

T: +61 (0) 3 8080 7170

E: info@orionminerals.com.au

Media

Nicholas Read

Read Corporate, Australia

T: +61 (0) 419 929 046

E: nicholas@readcorporate.com.au

JSE Sponsor

Monique Martinez

Merchantec Capital

T: +27 (0) 11 325 6363

E: monique.martinez@merchantec.com

Annexure 1:

Director Options					
	Number	Exercise price ¹	Grant Date	Vesting Date ²	Expiry Date
Mr Denis Waddell (or nominee)	7,000,000	\$0.018	As soon as practicable following obtaining shareholder approval at the General Meeting	1/3 vest 12 months following the date of grant, 1/3 vest 24 months following the date of grant, 1/3 vest 36 months following the date of grant	5 years following the date of grant
	7,000,000	\$0.020			
	7,000,000	\$0.022			
Mr Errol Smart (or nominee)	18,000,000	\$0.018			
	18,000,000	\$0.020			
	18,000,000	\$0.022			
Mr Mark Palmer (or nominee)	2,000,000	\$0.018			
	2,000,000	\$0.020			
	2,000,000	\$0.022			
Mr Godfrey Gomwe (or nominee)	2,000,000	\$0.018			
	2,000,000	\$0.020			
	2,000,000	\$0.022			
Mr Philip Kotze (or nominee)	2,000,000	\$0.018			
	2,000,000	\$0.020			
	2,000,000	\$0.022			
Ms Patience Mpofu (or nominee)	2,000,000	\$0.018			
	2,000,000	\$0.020			
	2,000,000	\$0.022			
Mr Tony Lennox (or nominee)	2,000,000	\$0.018			
	2,000,000	\$0.020			
	2,000,000	\$0.022			
Total - Director Options	105,000,000				

¹ The exercise prices represent a ~29%, ~43%, and ~57% premium above the 10 day VWAP as at 27 December 2023, for each tranche respectively.

² The vesting of the Director Options is subject to the relevant Director remaining in office as at the relevant vesting date.

³ The proposed 105M Director Options represents 1.8% of the diluted issued capital of Orion, assuming the 105M Director Options are exercised.